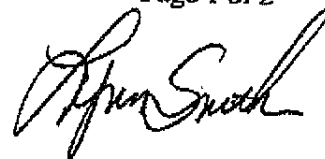


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FLORIDA PROFIT CORPORATION OR P.A.

ROTHBAUM CONSULTING, INC.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$87.50

F. O'HESSER

JUN 5

**ARTICLES OF INCORPORATION
OF
ROTHBAUM CONSULTING, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: **ROTHBAUM CONSULTING, Inc.**

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be 7156 Queenferry Circle, Boca Raton, Florida 33496.

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ARTICLE III

Purposes, Effective Date, and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. The effective date of the existence of this corporation shall be June 4, 2002, and this corporation shall have perpetual existence.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000,000 shares of common stock, having a par value of \$0.01, which shall be designated as Common Stock.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 100 S. Ashley Drive, Suite 1500, Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be Joseph W. N. Rugg. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VI

Incorporator

The name and street address of the incorporator making these Articles of Incorporation is Joseph W.N. Rugg, 100 South Ashley Drive, Suite 1500, Tampa, Florida 33602.

ARTICLE VII
Directors

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that this corporation shall always have at least one director. The shareholders of this corporation may remove any director from office at any time with or without cause. The name and address of the initial director of this corporation, who shall serve until his successors are duly elected and qualified, shall be Michael Rothbaum, 7156 Queenferry Circle, Boca Raton, Florida 33496.

ARTICLE VIII
By-Laws

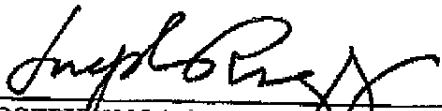
The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE IX
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 4th day of June, 2002.


JOSEPH W.N. RUGG, Incorporator

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, JOSEPH W.N. RUGG, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 4th day of June, 2002.


JOSEPH W.N. RUGG, Registered Agent

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