

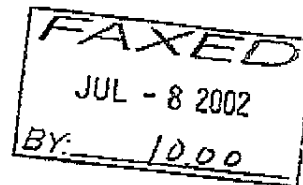
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**FLORIDA PROFIT CORPORATION OR P.A.**

**ACG CONSULTING, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
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FLORIDA DEPARTMENT OF STATE  
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Secretary of State

July 8, 2002

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SUBJECT: ACG CONSULTING, INC.  
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ARTICLES OF INCORPORATION  
OF  
ACG CONSULTING, INC.

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I  
NAME

The name of this Corporation shall be ACG CONSULTING, INC., and its principal place of business shall be located at 5574 Brookline Drive, Orlando, Florida 32819.

ARTICLE II  
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date of filing these articles of incorporation by the Secretary of the State of Florida, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III  
GENERAL PURPOSE: GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV  
CAPITAL STOCK

1. Number and Class of Shares Authorized: Par Value. This Corporation is authorized to issue Ten Thousand (10,000) shares of voting common stock, having One Dollar (\$1.00) par value.
2. Voting Rights. The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held.
3. Consideration for Issuance of Stock. The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized

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stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

4. Pre-emptive Rights. A shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, as approved by a majority of the shareholders to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

#### ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 5574 Brookline Drive, Orlando, Florida 32819, and the initial registered agent of this Corporation at that address shall be JOHN D. HEATON. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time at the discretion of a majority of the shareholders; however, the number shall never be less than one (1) nor more than five (5). The name and street address of the initial director of this Corporation is:

John D. Heaton  
5574 Brookline Drive  
Orlando, Florida 32819

#### ARTICLE VII INCORPORATOR

The name and street address of the person signing these articles as incorporator is:

John D. Heaton  
5574 Brookline Drive  
Orlando, Florida 32819

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**ARTICLE VIII**  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

**ARTICLE X**  
**AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XI**  
**HEADINGS AND CAPTIONS**

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned do hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and do hereby subscribe thereto and hereunto set their name and seal this 10<sup>th</sup> day of May, 2002.

  
\_\_\_\_\_  
JOHN D. HEATON (seal)

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

ACG CONSULTING, INC. (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 5574 Brookline Drive, Orlando, Florida 32819, has named and designated: JOHN D. HEATON, with its registered office located at: 5574 Brookline Drive, Orlando, Florida 32819, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for ACG CONSULTING, INC. (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 16<sup>th</sup> day of May, 2002.

  
\_\_\_\_\_  
JOHN D. HEATON, Registered Agent (seal)

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TALLAHASSEE, FLORIDA  
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