

# CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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AmH Consulting, Inc.

FILED  
02 AUG 29 PM 1:39  
TALLAHASSEE, FLORIDA

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02 AUG 29 AM 11:28  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: SL

Name \_\_\_\_\_

8/29/02

Date \_\_\_\_\_

10:45

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

OB 8/29

**ARTICLES OF INCORPORATION**

**OF**

**AMH CONSULTING, INC.**

**FILED**  
02 AUG 29 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME.** The name of the corporation is AMH CONSULTING, INC.
2. **DURATION.** The period of its duration is perpetual.
3. **PURPOSE.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida, more specifically to create, develop, deal in, sell, consult and support information technology services and all related computer and technology services, of every kind or description.
4. **CAPITAL STOCK.** The corporation is authorized to issue 100 shares, all of one class, at no par value.
5. **INITIAL REGISTERED OFFICE AND AGENT.** The principal place of business and mailing address of the corporation shall be 7441 Wayne Avenue, Suite #4K, Miami Beach, Florida 33141 and the registered agent shall be ALFREDO M. HERNANDEZ, whose office and mailing address is 7441 Wayne Avenue, Suite #4K, Miami Beach, Florida 33141.
6. **INITIAL BOARD OF DIRECTORS.** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director(s) and officer(s) of this corporation are:

<b><u>NAME</u></b>	<b><u>OFFICE</u></b>	<b><u>ADDRESS</u></b>
Alfredo M. Hernandez	P/T/S/D	7441 Wayne Avenue, Suite #4K Miami Beach, Florida 33141

7. **DIRECTOR QUORUM AND VOTING.** One Hundred (100%) percent of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of One Hundred (100%) percent of the directors shall be the act of the Board of Directors.

8. **DIRECTOR CONFLICT OF INTEREST.** No contract or other transaction between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone

or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes if the contract is or has been executed by a Director who has no interest whether it be financial or otherwise in the other party to the contract.

9. **ACTIONS REQUIRING ONE HUNDRED (100%) PERCENT APPROVAL.** The Board of Directors of the corporation may not authorize any mortgage, dispose of assets, distribute proceeds, declare any dividend, sell, lease, pledge, or create a security interest in, any or all of the property and assets of the corporation for the purposes of securing the payment or performance of any obligation for the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of One Hundred (100%) Percent of the shares of the corporation entitled to vote thereon and not otherwise. In addition, One Hundred (100%) percent approval is required to engage in any business.

10. **MEETINGS BY CONFERENCE TELEPHONE.** Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each director.


11. **AMENDMENT OF ARTICLES.** 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. The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the directors and a vote of One Hundred (100%) percent of the directors is necessary to accomplish the amendment or repeal.

12. **SHAREHOLDER QUORUM AND VOTING.** One Hundred (100%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of One Hundred (100%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

13. **SMALL BUSINESS CORPORATION.** Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation shall have rights and powers that are expressly stated under the Florida Statutes and Laws (F.S. 607 as amended in the future). The corporation shall elect to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372, Internal Revenue Code.

14. **INCORPORATOR.** The name and address of the Incorporator signing these Articles of Incorporation is ALFREDO M. HERNANDEZ, 7441 Wayne Avenue, Suite #4K, Miami Beach, Florida 33141.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28<sup>th</sup> day of August, 2002.

  
ALFREDO M. HERNANDEZ  
Incorporator

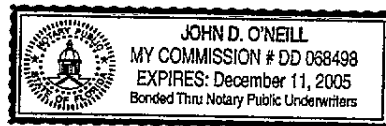
STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared ALFREDO M. HERNANDEZ and to me personally known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument and who did not take an oath..

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28<sup>th</sup> day of August, 2002.

John D. O'Neill  
Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

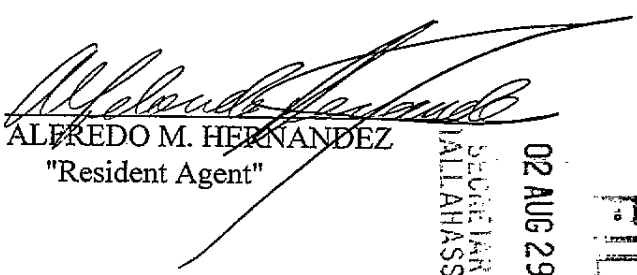
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said  
Act:

First -- That AMH CONSULTING, INC. desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the Articles of Incorporation at 7441 Wayne Avenue, Suite #4K,  
Miami Beach, Florida 33141 and has named ALFREDO M. HERNANDEZ located at 7441 Wayne Avenue,  
Suite #4K, Miami Beach , Florida 33141 as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated  
in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act  
relative to keeping open said office.

By:

  
ALFREDO M. HERNANDEZ  
"Resident Agent"

02 AUG 29 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED