

PD2000113790

HILDERBRAND & associates, p.c.  
AN ASSOCIATION OF CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

JERRY HILDERBRAND, C.P.A.

SECRET OF STATE  
TALLAHASSEE, FLORIDA

02 OCT 17 AM 9:13

FILED

(719) 634-2815  
FAX (719) 634-2817

October 7, 2002

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: JMS Global Consulting, Inc.

900008423299--1  
-10/17/02--01042--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Enclosed are duplicate originals of the Articles of Incorporation for filing as a new private corporation for JMS Global Consulting, Inc. as well as a check in the amount of \$78.75 (\$35 - filing fee; \$35, Designation of Registered Agent and \$8.75 for Certified Copy).

Once they have been filed, please return the Articles of Incorporation to Jerry Hilderbrand, CPA, 455 E. Pikes Peak, Suite 305, Colorado Springs, Colorado 80903.

Sincerely,



Jerry Hilderbrand

JRH/csc  
Enclosures  
cc: Jim Shepherd

W02-30102

10-23-02

ARTICLES OF INCORPORATION  
OF

JMS Global Consulting, Inc.

FILED  
02 OCT 17 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KNOW TO ALL MEN BY THESE PRESENTS, that the undersigned, being natural persons of the age of twenty-one years or more, have associated ourselves together for the purpose of availing ourselves of the provisions of the general incorporation laws of the State of Florida in becoming a body politic and corporate under and by virtue of the provisions of said laws, and in accordance with the provisions and requirements thereof, we do hereby make, execute and acknowledge, each for him/herself and in his/her own proper person, this certificate in writing of our intentions so to become a body politic and corporate and do certify to and adopt articles of incorporation as follows:

ARTICLE I

NAME AND DURATION

The corporate name and style of our said corporation shall be JMS Global Consulting, Inc., and its duration shall be perpetual.

ARTICLE II

PURPOSES

The nature and business of the corporation and the objects and purposes proposed to be transacted, promoted and carried on are:

1. To engage in any lawful act or activity and to do all things and have all powers allowed under the Florida Corporation code and the laws of the State of Florida.
2. Professional consulting.

ARTICLE III

CAPITAL STOCK

The capital stock of our said corporation shall consist of one class of 10,000 shares, which shall have no par value per share, issuance of which is hereby authorized.

#### ARTICLE IV

##### NO CUMULATIVE VOTING

The non-cumulative system of voting for directors shall be in effect.

#### ARTICLE V

##### PRE-EMPTIVE RIGHTS

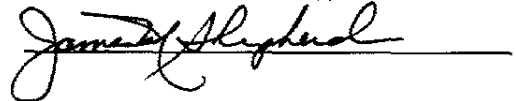
Shareholders shall have no pre-emptive rights to acquire additional or treasury shares of the corporation or to acquire securities convertible into shares of carrying stock, purchase warrants, or privileges.

#### ARTICLE VI

##### PLACE OF BUSINESS AND REGISTERED OFFICE AND AGENT

The principal place of business of the Corporation shall be 1536 Island Green Lane W., Destin, FL 32550.

The registered agent and registered office of the Corporation shall be Jim Shepherd, 1536 Island Green Lane, W., Destin, FL 32550. The mailing address is 1536 Island Green Lane W., Destin, FL 32550.



#### ARTICLE VII

##### DIRECTORS

The business and affairs of said Corporation shall be under the control and management of a Board of Directors consisting of not fewer than two persons, provided, however, that if there are fewer than two holders of record of the corporation's shares of stock, then the number of directors shall not be fewer than the number of shareholders, but need not exceed it. Directors need not be shareholders. The initial Board of Directors shall consist of three people who are to serve as directors until his/her successors are elected and qualified, and whose name and address is set forth as follows:

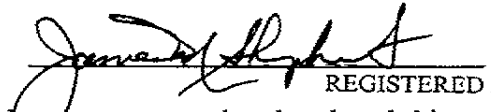
Jim Shepherd            1536 Island Green Lane W., Destin, FL 32550

#### ARTICLE VIII

INCORPORATORS

The name and address of the incorporator is Jim Shepherd 1536 Island Green Lane W., Destin, FL 32550.

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT



REGISTERED AGENT/  
INCORPORATOR

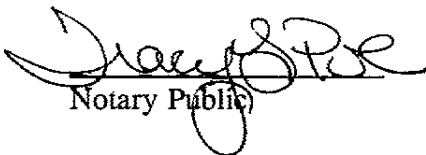
IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
15<sup>th</sup> day of October 2002.

STATE OF FLORIDA )  
COUNTY OF Walton ) SS.

I, Tracy L Poe, a Notary Public in and for said County of Walton and State of Florida, do hereby certify that Jim Shepherd, who is to me personally known to be the person whose name is subscribed to and who executed the Articles of Incorporation appeared before me this day in person and for himself acknowledged that he had signed, sealed and delivered the said instrument of writing as his free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and notarial seal this 15 day of October 2002. Witness my hand and official seal.

My commission expires:

  
Notary Public



Tracy L Poe  
My Commission DD129951  
Expires August 02, 2006