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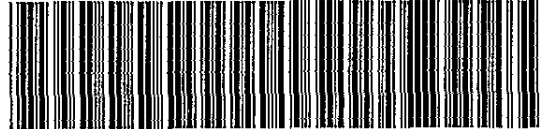
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TALLAHASSEE FLORIDA

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ATTORNEYS AND COUNSELORS AT LAW

3109 45TH STREET, SUITE 100

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MARK M. GRIECO

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TRANSMITTAL LETTER

November 5, 2002

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

Subject: **Value Technology Consulting, Inc.**

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75. Please file these documents.

Sincerely,



D.J. Scalera III, Esq.

enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**VALUE TECHNOLOGY CONSULTING, INC.**

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TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be Value Technology Consulting, Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 3109 45<sup>th</sup> Street, West Palm Beach, FL 33407

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

**ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent is D. J. Scalera III, and the address is 3109 45th Street, West Palm Beach, FL 33407.

## **ARTICLE V INCORPORATOR**

The name and address of the person signing these Articles is as follows: D. J. Scalera III, Esq. and the address is 3109 45th Street, West Palm Beach, FL 33407.

## **ARTICLE VI INDEMNIFICATION**

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## **ARTICLE VII INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is as follows:

D. J. Scalera III. 3109 45th Street, West Palm Beach, FL 33407.

## **ARTICLE VIII BY-LAWS**

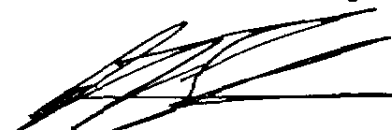
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting by a majority of the stock

issued and entitled to be voted, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation this 6<sup>th</sup> day of November, 2002.

 Director  
Signature/Title

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes, the undersigned, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the company is: **Value Technology Consulting, Inc.**
2. The name and address of the registered agent and office is:

**D. J. Scalera III**  
3109 45th Street,  
West Palm Beach, FL 33407.

Signature

Title:

Date:

*[Signature]*  
*Director*

*11-5-02*

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Date:

*[Signature]*

*11-5-02*

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