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ACCOUNT NO. : 072100000032

REFERENCE : 847068 4353424

AUTHORIZATION : *Patricia Pizote*

COST LIMIT : \$ 70.00

ORDER DATE : December 6, 2002

ORDER TIME : 8:09 AM

ORDER NO. : 847068-015

CUSTOMER NO: 4353424

CUSTOMER: Adam S. Grundfast, Esq.
Kudman Trachten LLP

350 Fifth Avenue
Suite 4400
New York, NY 10118

DOMESTIC FILING

NAME: OPUS ONE CONSULTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

03 JAN -3 PM 2:11
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

OPUS ONE CONSULTING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

OPUS ONE CONSULTING, INC.

The address of the principal office of this corporation shall be 201 Resort Lane, Palm Beach Gardens, Florida 33418, and the mailing address of the corporation shall be P.O. Box 1009, Freehold, New Jersey 07728.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$0.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Alan Solomon Dir.	201 Resort Lane Palm Beach Gardens, Florida 33418
Ivan Friend Dir.	201 Resort Lane Palm Beach Gardens, Florida 33418

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
2711 Centerville Road
Suite 400
Wilmington, Delaware 19808

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 9, 2002.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

03 JAN -3 PM 2:11

SECRETARY OF STATE
DIVISION OF CORPORATIONS