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## **RODRIGUEZ LANGSTADT & AGUERO**

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October 23, 2003

Division of Corporations  
FLORIDA DEPARTMENT OF STATE  
409 East Gaines Street  
Tallahassee, Florida 32399

**RE: The J. Scott Consulting Company  
Articles of Incorporation**

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation for the above-referenced corporation and our check for \$157.50 to cover the filing fee and the cost of a certified copy to be returned to us by mail. If at all possible, after you have completed your processing, I would greatly appreciate your faxing to my office a copy your screen printout displaying the corporation information.

Sincerely,

  
Minervino Rodriguez, Jr., Esq.

Enclosures: Articles of Incorporation  
Law Firm Check for \$157.50 Filing Fee

Copy to Deanne Aguilera

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE J. SCOTT CONSULTING COMPANY**

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

**ARTICLE 1 - NAME**

The name of this corporation shall be The J. Scott Consulting Company.

**ARTICLE 2 - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 3139 SW 141 Avenue, Miami, Florida 33175.

**ARTICLE 3 - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is October 27, 2003 provided, however, that said date is within five (5) business days before the date of filing of these Articles. Should the aforesaid date not be within five (5) business days before the date of filing of these Articles, then, in that case, corporate existence shall begin when the Articles are filed.

**ARTICLE 4 - PURPOSE**

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE 5 - CAPITAL STOCK**

5.1 The number of shares of stock this corporation is authorized to have outstanding at any one time is one hundred (100) shares, which may be fractional. The stock shall be known as common stock and shall have a \$ 0.01 par value per share.

5.2 Subject to compliance with the terms and conditions of capital stock purchase requirements, the initial shareholder shall be Deanne Aguilera and she shall hold one hundred percent (100%) of the corporation's common stock.

**ARTICLE 6 - INITIAL REGISTERED AGENT AND ADDRESS**

The Initial Registered Agent shall be Minervino Rodriguez Jr, Esq. and the address of the Initial Registered Agent is Rodriguez, Langstadt and Aguero, 815 Ponce De Leon Blvd., Second Floor, Coral Gables, Florida 33134.

#### **ARTICLE 7 - INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the Initial Director is Deanne Aguilera, 3139 SW 141 Avenue, Miami, Florida 33175.

#### **ARTICLE 8 - INITIAL OFFICERS**

The initial officers of the corporation shall be as follows:

President - Deanne Aguilera  
Secretary - Deanne Aguilera  
Treasurer - Deanne Aguilera

#### **ARTICLE 9 - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Minervino Rodriguez Jr., Esq., Rodriguez, Langstadt and Aguero, 815 Ponce De Leon Boulevard, Second Floor, Coral Gables, Florida 33134.

#### **ARTICLE 10 - AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders the subject to this reservation.

#### **ARTICLE 11 - PREEMPTIVE RIGHTS**

The shareholders of this corporation shall have preemptive rights. The shareholders of this corporation shall have the right to maintain their fixed percentage ownership in the corporation by purchasing their proportionate share of any new stock issued.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of October, 2003.

  
\_\_\_\_\_  
MINERVINO RODRIGUEZ, JR., Incorporator

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the Registered Office/Registered Agent, in the State of Florida.

The name of the corporation is The J. Scott Consulting Company

The name and address of the Registered Agent and Office is:

Minervino Rodriguez Jr., Esq.  
Rodriguez, Langstadt and Aguero  
815 Ponce De Leon Boulevard, Second Floor  
Coral Gables, Florida 33134.

FILED  
03 OCT 28 AM 3:47  
STATE  
TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
MINERVINO RODRIGUEZ JR., Incorporator

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.

  
\_\_\_\_\_  
MINERVINO RODRIGUEZ JR.,  
Registered Agent

OCTOBER 23, 2003  
DATE