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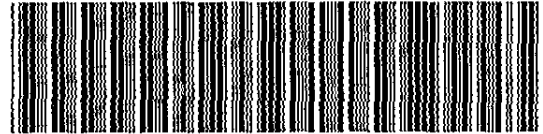
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QB 11/5

Law Offices of H. Christopher Tompkins, II

**1706 South Kings Avenue
Brandon, Florida 33511-6216
813.685.7564 • Fax 813.689.2870
tompkinslaw@earthlink.net**

TRANSMITTAL LETTER
FLORIDA FOR PROFIT CORPORATIONS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

SENT VIA AIRBORNE EXPRESS
AIRBILL NUMBER: 3286-926-2112

SUBJECT: New Corporations (One)
MPA Consulting, Inc. (LO Check #2052 - \$87.50)

Enclosed is an original and TWO (2) copies of the Articles of Organization for the above-referenced companies and check made payable to the Florida Department of State for:

| | | |
|---|---------|---|
| X | \$87.50 | Filing Fee, Certified Copy, & Certificate of Status (additional copy enclosed) |
|---|---------|---|

FROM: H. Christopher Tompkins, II, Esq. *HCT*
Law Offices of H. Christopher Tompkins, II
P.O. Box 888
Brandon, FL 33509-0888
813-685-7564 Ext. 1#

Please call our office if you have any questions, or need any additional information. Thank you.

ARTICLES OF INCORPORATION

OF

MPA CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of the corporation is MPA CONSULTING, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation is located at 409 South Kings Avenue; Brandon, Florida 33511.

ARTICLE III

INITIAL REGISTERED AGENT

The street address of the initial registered agent of the Corporation is 1706 S Kings Ave, Brandon, Florida 33511-6216; the mailing address of the initial registered agent is P.O. Box 888; Brandon, Florida 33509-0888 and the name of the initial registered agent at both addresses is H. Christopher Tompkins, II.

ARTICLE IV

PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE V

DIRECTORS

The affairs of this Corporation shall be managed initially by a Board of three (3) Directors. The number of Directors may be changed by amendment of the By-Laws of the Corporation. The names and addresses of the persons who are to act in the capacity of Director until the selection of his/her successor are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------------|--|
| Jennifer L. Motsinger | 409 South Kings Avenue Brandon, Florida 33511 |
| Mark Proctor | 409 South Kings Avenue Brandon, Florida 33511 |
| H. Christopher Tompkins, II | 1706 S. Kings Ave Brandon, Florida 33569-6216 |

At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year.

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be managed by a President, Vice Presidents, Secretary, and Treasurer and such other officers as permitted by the By-Laws. The names of the persons who shall act as officers of the Corporation until the election of his/her successor are:

| | |
|----------------|------------------------|
| President | Jennifer L. Motsinger |
| Vice President | Mark Proctor |
| Vice President | Howard C. Tompkins, II |
| Secretary | Mark Proctor |
| Treasurer | Mark Proctor |

The above-named officers shall serve until the first and organizational meeting of the Board of Directors and shall hold office for a one (1) year period from the date of their selection.

ARTICLE VII

DURATION

The corporation shall exist perpetually.

ARTICLE VIII

BY-LAWS

The By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

ARTICLE IX

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock (having a par value of \$1.00 per share). All shares are subject to the following restrictions:

- A. Shareholders may dispose of their stock in this Corporation or encumber said stock only under the conditions expressed herein.
- B. Any shareholders desiring to encumber or dispose of his stock must obtain the written consent of each of the other shareholders of this Corporation.
- C. In the absence of the obtaining of such written consent, the shareholder desiring to encumber or dispose of the stock shall offer to sell all of his stock, first, to the Corporation in accordance with the terms of this agreement. He shall inform the Corporation of his intention to sell by registered mail to the Corporation, at its registered agent's office, and to each shareholder. Within sixty (60) days of the date of such receipt of said notice by the Corporation and by each of the other shareholders, the sale shall take place and the Corporation shall purchase the stock in accordance with the requirements hereinafter stated.

The purchase price for each share of stock shall be the book value on the last day of the month preceding the date of the notice of intention to sell. The accountant for the Corporation shall determine the book value, and the Corporation shall pay said amount in cash. If the Corporation does not have sufficient surplus, then whatever surplus is available shall be utilized and the Corporation, through its shareholders, shall reduce the capital of the Corporation in order to provide sufficient surplus for the Corporation to purchase all of the offered stock. In the event the Corporation is unable under the law to so reduce its capital, then the shareholders shall offer to sell the stock to the remaining shareholders of the Corporation, to be purchased at the same time as defined above, on a pro rata basis. In the event of the death of any shareholders, his stock shall be purchased by the Corporation, in accordance with the above-referenced provisions. In the event the Corporation is unable to purchase any or all of the stock, the remaining shareholders of the Corporation shall have the right to purchase their pro rata amount of the decedent's stock at the above-determined price. The estate of the decedent shall be obligated to sell said stock to the Corporation or other shareholders.

D. The certificates of stock of this Corporation shall be temporarily surrendered to the Corporation for the purpose of adding the following endorsement on each share certificate: "This share certificate is subject to a restriction against sale or encumbrance contained in the Articles of Incorporation. Said Articles provide for restrictions upon transfer of the stock and a copy of the Articles of Incorporation may be obtained from the Secretary of the Corporation." After said stock is inscribed with said statement, then the stock certificates shall be returned to the shareholders immediately subsequent to the endorsement of the share certificates. This restriction is binding upon all purchasers of the stock of this Corporation, their heirs, successors, assigns, and legal representatives.

ARTICLE X
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

NAME

Mark Proctor

ADDRESS

409 South Kings Avenue
Brandon, Florida 33511

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all the Directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the Incorporator of this Corporation, have executed these Articles of Incorporation this 15TH day of OCTOBER, 2003.



MARK PROCTOR

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of MPA CONSULTING, INC.


H. CHRISTOPHER TOMPKINS, II

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STATE
TALLAHASSEE, FLORIDA