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Florida Department of State
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**FLORIDA PROFIT CORPORATION OR P.A.
CANTLEY CONSULTING CORP.**

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**ARTICLES OF INCORPORATION
OF
CANTLEY CONSULTING CORP.**

THE UNDERSIGNED, hereby forms a corporation for profit under Chapter 607, the Florida Business Corporation Act, and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation shall be CANTLEY CONSULTING CORP.

ARTICLE II - PURPOSE

The purpose or purposes for which this corporation is organized are as follows:

- a. To act as a bookkeeping and consulting company and to engage in any lawful business activity permitted under the law of the State of Florida;
- b. To acquire by purchase, exchange, gift bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.
- c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.
- d. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner for the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

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ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is 1,000 share of common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation or any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE IV - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE V - SHAREHOLDERS RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. This Article VI pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The address of the principal office of this corporation shall be 4197 SE Bayview Street, Stuart, FL 34997, and the mailing address of the corporation shall be the same.

ARTICLE VII - REGISTERED AGENT

The street address of this corporation's initial registered office in the State of Florida is 4197 Bayview Street, Stuart, FL 34997, and the name of its initial registered agent at that address is David K. Cantley.

ARTICLE VIII - TERM OF EXISTENCE

This corporation shall commence its existence on the date these articles of organization are filed by the Florida Department of State and to exist perpetually.

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ARTICLE IX - OFFICERS AND DIRECTORS

The number of directors constituting the initial Board of Directors of this Corporation is two (2). The name and address of the person to serve as a Director and Officer until the first annual meeting of shareholders, or until their successor is elected and qualified, is:

Maureen A. Cantley
4197 SE Bayview Street
Stuart, FL 34997

Director/President

David K. Cantley
4197 SE Bayview Street
Stuart, FL 34997

Secretary/Treasurer

**ARTICLE X - COMMON DIRECTORS
TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

ARTICLE XII - INCORPORATORS

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

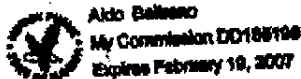
David K. Cantley
4197 SE Bayview Street
Stuart, FL 34997

DATED this 10th day of February 2004.

David K. Cantley
David K. Cantley, Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Sworn to (or affirmed) and subscribed before me on this 10th day of February 2004 by David K. Cantley, who ✓ is personally known to me/produced identification _____ Type of identification produced: _____



Aldo Balzano
Notary Public -- State of Florida

Aldo Balzano

Print, Type or Stamp

Commissioned Name of Notary Public

(Seal)

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ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, being the person named in the Articles of Incorporation of GANTLEY CONSULTING CORP. as the registered agent of this corporation, hereby consent to accept service of process for the above stated company at the place designated in the Articles of Incorporation, Article VI, and accepts the appointment as registered agent and hereby agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

DATED this 10th day of February 2004.

David K. Cantley
David K. Cantley