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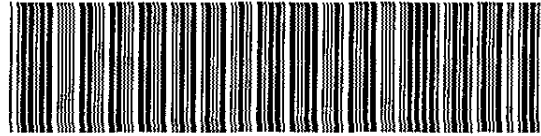
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04 FEB 25 AM 11:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓

5-5

February 23, 2004

DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

RE: **PM CONSULTANTS & ASSOCIATES, INC.**

GENTLEMEN:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER WITH
A COPY OF SAID ARTICLES FOR **PM CONSULTANTS & ASSOCIATES, INC.**

OUR CHECK IN THE AMOUNT OF \$70.00 INCLUDES THE FOLLOWING:

FILING FEE	
CHARTER TAX	
REGISTERED AGENT	TOTAL \$ 70.00

RESPECTFULLY SUBMITTED,



PETER C. BOUVIER

SIGNER'S NAME:	PETER C. BOUVIER
ADDRESS:	1737 NW 72 Way PEMBROKE PINES, FL 33024
DAYTIME PHONE:	954-962-9864

**ARTICLES OF INCORPORATION
OF
PM CONSULTANTS & ASSOCIATES, INC.**

The undersigned, a natural person of the age of 18 or more, for the purpose of forming a corporation under the General Business Corporation Act of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I.
Name**

The name of the corporation is PM Consultants & Associates, Inc.

**ARTICLE II.
Stock**

The aggregate number of shares of common stock which the corporation shall have authority to issue is 10,000 shares, each of such shares shall have \$1.00 par value, and shall have voting rights.


**ARTICLE III.
Registered Agent/Office**

The address of the corporation's initial registered office in the state of Florida is 1737 NW 72nd Way, Pembroke Pines, FL 33024 and the name of the registered agent is Peter Bouvier, 1737 NW 72nd Way, Pembroke Pines, FL 33024.

**ARTICLE IV.
Incorporator**

The name and address of the incorporator is as follows: Peter Bouvier, 1737 NW 72nd Way, Pembroke Pines, FL 33024.

The undersigned incorporator declares under penalty of perjury that he or she has examined the foregoing Articles of Incorporation and that to the best of his/her knowledge, information and belief, the information contained therein lawsuits against is true, correct, and complete.



Signature(s) of incorporator(s)
Peter Bouvier



Date

The person to contact with any questions concerning this filing is Peter Bouvier, 1737 NW 72nd Way, Pembroke Pines, FL 33024.

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04 FEB 25 AM 11:01
SEC. OF STATE
TALLAHASSEE, FL 32310

**ARTICLE V.
Board of Directors**

The number of directors to constitute the board of directors shall be not less than one (1) director and the maximum number of Directors shall be as set at nine (9) by the Stockholders upon notice at any annual meeting as may be controlled by the bylaws of the corporation. The names and addresses of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Peter Bouvier	1737 NW 72 nd Way Pembroke Pines, FL 33024

**ARTICLE VI.
Perpetual Duration**

The duration of the corporation is perpetual.

**ARTICLE VII.
Purpose**

This corporation is organized and formed to provide Management Consulting Services, focused on Strategic Planning, Operations Management, Quality Management, Change Management, Competitive Intelligence, Technology Knowledge Management, Property Management and Community Association Management and to engage in any lawful act or activity for which corporations may be organized under the Florida General Business Corporation Act.

**ARTICLE VIII.
Grant of Preemptive Rights to Shareholders**

The preemptive rights of shareholders to acquire additional shares of capital stock of the corporation are as follows: each shareholder shall be entitled as a matter of right to subscribe for, purchase or otherwise acquire any additional shares of the specific class of stock of the corporation held by the respective shareholder including, but not limited to, (i) shares which are authorized herein but issue on or after the date of incorporation, (ii) shares which are subsequently authorized and issued and (iii) shares which are re-acquired by the corporation and later re-issued by the corporation to the extend that, and limited to, it may maintain their respective ownership fraction from the original issuance of stocks by the corporation.

Article IX
Bylaw and Amendments

The Board of Directors shall approve the initial bylaws of the corporation and may repeal or amend part or all of the bylaws of the corporation and may adopt new or additional bylaws as the Board determines there is a need. Similarly, the Board of Directors may amend or re-state the Articles of Incorporation in the manner provided for in the Florida General Business Corporation Act.

ARTICLE XI.
Cumulative Voting for Directors

There shall be no cumulative voting for directors.

ARTICLE XII.
Board Vacancies

Any vacancy of the board of directors may be filled by vote of a majority of the remaining directors. Any director so elected shall serve until the director's successor has been duly elected by the stockholders and qualified.

ARTICLE XIII.
Indemnification

The corporation shall have the power to indemnify to the fullest extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the name of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or a fiduciary within the meaning of the Employee Retirement Security Act of 1974, as amended, with respect to any employee benefit plans of the corporation, or serves at the request of the corporation as a director, officer, employee, or agent, or as a partnership, joint venture, trust or other enterprise, and his or her respective heirs, administrators, personal representatives, successors and assigns so long as this person became a party to such action, suit or proceeding while in the performance of the duties within the scope of his employment. Indemnification specifically provided by the Florida General Business Corporation Act, shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The corporation, its officers, directors, employees or agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so upon the advice of independent counsel.

ARTICLE XIV:
No Personal Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except that this provision shall not apply to: (a) any breach of the director's duty of loyalty to the corporation or its shareholders; (b) any acts or omissions committed in bad faith or which involve intentional misconduct or a knowing violation of law; (c) any distribution which is unlawful; (d) any transaction from which the director derived an improper personal benefit; or (e) any act or omission occurring prior to the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE XV.
Corporation Purchase of Its Own Shares

The corporation shall have the right to purchase, directly or indirectly, its own shares to the extent of unreserved and unrestricted capital surplus may be available therefore.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST THAT **PM CONSULTANTS & ASSOCIATES, INC.**
WITH ITS PLACE OF BUSINESS AT **1737 NW 72 WAY**
PEMBROKE PINES, FL 33024

HAS NAMED **PETER C. BOUVIER**
LOCATED AT **1737 NW 72 WAY**
PEMBROKE PINES, FL 33024

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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04 FEB 25 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE

Peter Bouvier
(Corporate Officer)

TITLE

PRESIDENT

DATE

February 23, 2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF
SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Peter Bouvier
(Registered Agent)

DATE

February 23, 2004

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314