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Florida Department of State
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

schoell consulting, inc.

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ARTICLES OF INCORPORATION

OF

SCHOELL CONSULTING, INC.

The undersigned incorporator, for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

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ARTICLE I

The name of this corporation shall be: SCHOELL CONSULTING, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of the corporation is: 601 N. E. 26th Court, Pompano Beach, FL 33064.

ARTICLE IV

The general nature of the business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is 1000 common shares having an individual par value of no par value. Unless otherwise stated in these articles, or in an Amendment to these Articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: Elliott D. Goldberg, Esq., 2400 East Commercial Blvd., Suite 709, Fort Lauderdale, Florida 33308.

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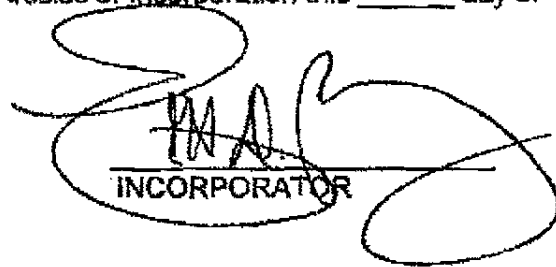
ARTICLE VII

The name and address of the initial officers and board of director(s) shall be:
President: Harry Schoell
Vice President: Harry Schoell
Secretary: Frankie Fruge
Treasurer: Harry Schoell
Both at the same address: 601 N. E. 26th Court, Pompano Beach, FL 33064.

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is: Elliott D. Goldberg, Esq., 2400 E. Commercial Blvd., Suite 709, Fort Lauderdale, FL 33308.

The undersigned has executed these Articles of Incorporation this 7th day of June, 2004.



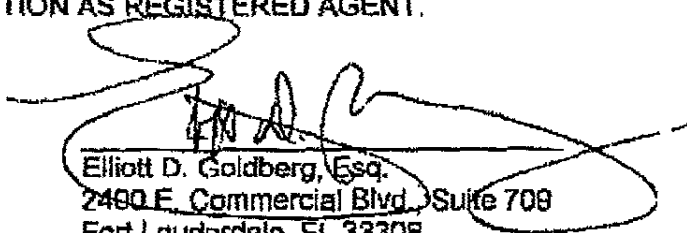
INCORPORATOR

TOTAL P.04

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

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.


Elliott D. Goldberg, Esq.
2400 E. Commercial Blvd., Suite 709
Fort Lauderdale, FL 33308
(954) 493-7400

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