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SECHETARY OF STATE
INLLAHASSEE, FLORIDA

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W. THOMAS COPELAND, P.A.

ATTORNEY AT LAW

208 S. RANGE STREET MADISON, FL 32340

wtclaw@msn.com

(850) 973-8433 FAX: 973-9359

June 22, 2004

CERTIFIED MAIL RETURN RECEIPT NO.: 70023150000215179036

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: The Latimer Consulting Group, Inc.

Dear Sirs:

I am enclosing herewith the original and one (1) copy of the Articles of Organization of **The** Latimer Consulting Group, Inc., together with a check in the amount of \$78.75, representing your fee for filing.

Kindly furnish this office with a confirmation copy indicating the filing date.

Thank you for your assistance in these matters.

Sincerely,

W. THOMAS COPELAND, P.A.

W. Thomas Copilard/him

W. Thomas Copeland

Signed in absence to avoid delay in mailing

WTC/hm encs.

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ARTICLES OF INCORPORATION.

<u>OF</u>

THE LATIMER CONSULTING GROUP, INC.

The undersigned, acting as the Sole Incorporator of the Corporation under the <u>Florida</u>

<u>General Corporation Act</u>, adopts the following Articles of Incorporation for such Corporation:

FIRST

The name of the Corporation is:

THE LATIMER CONSULTING GROUP, INC.

SECOND .

The period of duration of the Corporation shall be perpetual.

THIRD

The purposes, for which the Corporation is organized, is for consulting services, and to engage in any other activity or business permitted under the Laws of the United States of America and this State.

FOURTH

The aggregate number of shares that the Corporation shall have the authority to issue is One Thousand (1,000) shares of Capital Stock with a par value of One Dollar and 00/100 (\$1.00) per share.

<u>Initial Issue</u>: Five Hundred shares of the Capital Stock of the Corporation shall be issued for cash, inventory, goods and merchandise at a par value of One Dollar and 00/100 (\$1.00) per share.

Stated Capital: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be stated capital of the Corporation at any particular time.

<u>Dividends</u>: The holders of the outstanding Capital Stock shall be entitled to receive when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

No Classes or Series of Stock: The shares of stock of the Corporation shall not be divided into classes or series.

FIFTH

The address of the initial principal office of the Corporation is:

7425 Creekridge Circle Tallahassee, FL 32309

The mailing address of the Corporation is:

7425 Creekridge Circle Tallahassee, FL 32309

SIXTH

The name of the Initial Registered Agent is: W. Thomas Copeland, whose mailing address is: 208 South Range Street, Madison, FL 32340.

SEVENTH

The initial Board of Directors shall consist of one (3) members who need not be residents of the State of Florida nor be a Shareholder of the Corporation.

EIGHTH

The name and address of the person(s) who shall serve as initial Directors until the first annual meeting of Shareholders, or until their successor(s) shall be elected and qualified, are as

follows:

Charlene Latimer, 7425 Creekridge Circle, Tallahassee, FL 32309 George Latimer, 7425 Creekridge Circle, Tallahassee, FL 32309 Jeffrey Latimer, 7425 Creekridge Circle, Tallahassee, FL 32309

NINTH

The name and address of the initial Incorporator is as follows:

Jeffrey Latimer 7425 Creekridge Circle Tallahassee, FL 32309

TENTH

The name and address of the person(s) who shall serve as the Officer until the first annual meeting of Shareholders, or until their successor(s) have been elected and qualified, is as follows:

Charlene Latimer 7425 Creekridge Circle

President Tallahassee, FL 32309

George Latimer 7425 Creekridge Circle Treasurer/Vice President Tallahassee, FL 32309

Jeffrey Latimer 7425 Creekridge Circle

Secretary Tallahassee, FL 32309

ELEVENTH

Majority consent of the issued stock of the Corporation shall be required for any Shareholder action.

TWELFTH

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting, with not less than a majority vote of the common stock.

THIRTEENTH

The holders of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the

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shares of stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

FOURTEENTH

The effective commencement date of this corporation shall be upon filing hereof.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of

Incorporation at Leon County, Florida, this 21 day of June, 2004

JEFFREN LATIMER

Incorporator

STATE OF FLORIDA
COUNTY OF MADISON

Sworn and subscribed before me this day of June, 2004, by JEFFREY LATIMER, who is personally known to me, and who did take an oath.



Hatter Migr Notary Public

ACCEPTANCE

I, the undersigned, being a citizen of Madison County, Florida, do hereby accept designation of Registered Agent of the above-named Corporation.

THOMAS COPELAND

Registered Agent 208 South Range Street Madison, FL 32340