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FLORIDA PROFIT CORPORATION OR P.A.

Felicitas Consulting, Inc.

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**ARTICLES OF INCORPORATION**

**- OF -**

**FELICITAS CONSULTING, INC.**

The undersigned, Mary A. Minkin-Zaks, whose address is 1288 Bay Harbor Drive, #307, Palm Harbor, Florida 34685, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the Corporation shall be:

**FELICITAS CONSULTING, INC.**

The principal place of business of this Corporation shall be 1288 Bay Harbor Drive, #307, Palm Harbor, Florida 34685, and the mailing address of this Corporation shall be 1288 Bay Harbor Drive, #307, Palm Harbor, Florida 34685.

**ARTICLE II**

The period of duration of the corporation shall be perpetual.

**ARTICLE III**

The purpose or purposes for which the Corporation is organized is as follows:

To engage in any activity or business not forbidden by the Florida corporation laws, or by other law, or by these Articles of Incorporation, and to carry on said activity or business in any state, territory, district or possession of the United States or in any foreign country to the extent that the activity or business is not forbidden by the law of the state, territory, district or possession of the United States or of any foreign country.

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**ARTICLE IV**

The aggregate number of shares that the corporation shall have authority to issue is One Thousand (1000) shares of capital stock with a par value of One & 00/100 Dollars (\$1.00) per share.

**ARTICLE V**

The initial street address in Florida of the initial registered office of the corporation is 704 West Bay Street, Tampa, Florida 33606, and the name of the initial Registered Agent at said address is Aaron J. Gold.

**ARTICLE VI**

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or a shareholder in the Corporation.

**ARTICLE VII**

The name and address of the person who shall serve as Director until the first annual meeting of shareholder or until her successor shall have been elected and qualified is as follows:

Mary A. Minkin-Zaks	1288 Bay Harbor Drive
	No. 307
	Palm Harbor, FL 34685

**ARTICLE VIII**

The shareholder shall have the power to adopt, amend, alter or change or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with no less than a majority of the vote of the common stock.

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**ARTICLE IX**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money or any property or services, from time to time, and in addition to the stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

**ARTICLE X**

10.1 The Corporation shall indemnify each of its officers and directors, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director or officer of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer or director until a majority of the Board of Directors has determined by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer or director

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

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(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

10.2 Any officer or director who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer or director is entitled to indemnification, the officer or director may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in subparagraphs (a), (b), and (c) of paragraph 10.1. If the court determines that the conduct of the officer or director was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer or director to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, the undersigned has made and subscribed to the above Articles of Incorporation at Palm Harbor, Florida, on the 2<sup>nd</sup> day of Aug. 2004.

  
Mary A. Minkin-Zaks

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**STATE OF FLORIDA**

**COUNTY OF PINELLAS**

**BEFORE ME**, the undersigned authority, personally appeared **Mary A. Minkin-Zaks**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

**WITNESS** my hand and official seal this 2nd day of Aug., 2004.

*Sandra C. Baker*  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



Sandra C. Baker  
MY COMMISSION # DD048505 EXPIRES  
September 23, 2005  
BONDED THRU TROY FARM INSURANCE, INC.

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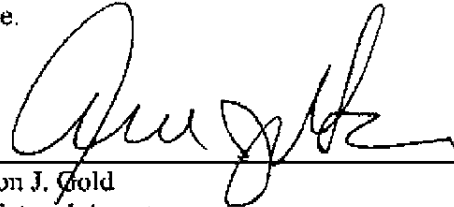
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **FELICITAS CONSULTING, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Palm Harbor, County of Pinellas, and State of Florida, has named **Aaron J. Gold**, located at 704 West Bay Street, Tampa, FL 33606, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Aaron J. Gold  
Registered Agent

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SECRETARY OF STATE  
DIVISION OF CORPORATE SERVICES