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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. WARMINGTON CONSULTANT GROUP,  
(Corporation Name) (Document #)
2. INC.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

Examiner's Initials

# **ARTICLES OF INCORPORATION**

**OF**

## **WARMINGTON CONSULTANT GROUP, INC.**

WE, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a Corporation for Profit under the provisions of Section 607 of the Florida Statutes, with all power, rights, privileges, and immunities, and to that end we do, by these Articles, set forth:

### **ARTICLE I - NAME**

The name of this Corporation is WARMINGTON CONSULTANT GROUP, INC. (hereinafter referred to as the "Corporation") and its mailing address is 9700 SW 104<sup>TH</sup> COURT, MIAMI, FLORIDA 33176. Offices address: 10313 SUNSET DRIVE, MIAMI, FLORIDA 33173.

### **ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

### **ARTICLE III - PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

### **ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) per value common stock, which shall be designated "Common Share".

### **ARTICLE V - REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this Corporation is GRACE WARMINGTON, address is 9700 SW 104<sup>th</sup> Court, Miami, Florida 33176.

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TALLAHASSEE, FLORIDA

## **ARTICLE VI – BOARD OF DIRECTORS**

This Corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

### **NAME**

### **ADDRESS**

1. James L. Warmington, Jr.

9700 SW 104<sup>th</sup> Court  
Miami, Florida 33176

2. Grace B. Warmington

9700 SW 104<sup>th</sup> Court  
Miami, Florida 33176

- (a) Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws of this Corporation.
- (b) The business affairs of this Corporation shall be managed by the Board of Directors, and
- (c) The Board of Directors shall be shareholders in the Corporation.

## **ARTICLE VII- BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended, or replaced by either the shareholders or Directors.

## **ARTICLE VIII- INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

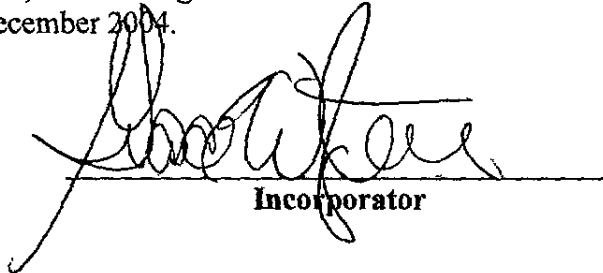
## **ARTICLE IX – INCORPORATION**

The name of the person signing these Articles is Grace Warmington, whose address is 9700 SW 104<sup>th</sup> Court, Miami, Florida 33176.

## ARTICLE X

This Corporation is authorized to issue one hundred (500) shares of one (\$1.00) Dollar per value common stock, which shall be designated "Common Shares".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17<sup>th</sup> day of December 2004.


  
Incorporator

## ACKNOWLEDGMENT

STATE OF FLORIDA            )  
  ) s. s.  
COUNTY OF MIAMI- DADE    )

**BEFORE ME**, the undersigned authority, a Notary Public in and for the State of Florida, duly qualified and commissioned by the Governor and Secretary of State of Florida, personally appeared: **GRACE WARMINGTON**  
Personally known to me, or who produced the following identification  
**Florida Drivers License**, to be the person described herein as Incorporator and who executed the foregoing **ARTICLES OF INCORPORATION**, and she acknowledged before me that she executed and subscribed the same.

**IN TESTIMONY WHEREOF**, I have hereunto set my hand attached my official seal of office, this 17th day of December 2004, in the City of Miami, County of Miami-Dade, in the State of Florida.

  
Notary Public  
State of Florida

My commission expires



Alba Ortega  
My Commission DD155599  
Expires October 07 2006

## CERTIFICATE OF DESIGNATION

### REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is:  
**WARMINGTON CONSULTANT GROUP, INC**
2. The name and address of the Registered Agent and Office is:  
Grace Warmington  
10113 Sunset Drive  
Miami, Florida 33173  
Mailing address: 9700 SW 104<sup>th</sup> Court, Miami 33176

Signature: \_\_\_\_\_

**Grace Warmington**

Date: \_\_\_\_\_

12-17-04

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Signature: \_\_\_\_\_

**Grace Warmington**

Date: \_\_\_\_\_

12-17-04