

JAN 6 2005 2:12PM SONNENSCHN NATH & ROSENTHAL NO. 777 P.P. 1 of 1
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FLORIDA PROFIT CORPORATION OR P.A.

Appropriate Consultants, Inc.

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**ARTICLES OF INCORPORATION
OF
APPROPRIATE CONSULTANTS, INC.,
a Florida corporation**

In compliance with Chapter 607, Florida Statutes, the undersigned Incorporator hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be APPROPRIATE CONSULTANTS, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 8 Palmetto Drive, Sewall's Point, Florida 34996.

ARTICLE III - PURPOSE

This Corporation is being incorporated for the purpose of providing consulting services and any other lawful purpose.

ARTICLE IV - SHARES

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100 shares of common stock, zero par value per share.

ARTICLE V - INITIAL OFFICERS AND DIRECTORS

OFFICERS

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
A. PAUL PROSPERI	8 Palmetto Drive Sewall's Point, FL 34996	President, Secretary and Treasurer

MITCHELL D. SCHEPPS, ESQ.
Sonnenschein Nath & Rosenthal LLP
777 South Flagler Drive, Ste. 600E
West Palm Beach, FL 33401
Telephone No.: 561-833-2410
Fax No.: 561-833-8387
Florida Bar No.: 0979139

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DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
A. PAUL PROSPERI	8 Palmetto Drive Sewall's Point, FL 34996

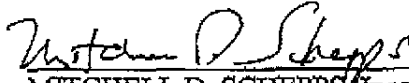
ARTICLE VI - REGISTERED AGENT/ADDRESS

The name and Florida street address of the Registered Agent of the Corporation are A. PAUL PROSPERI, 8 Palmetto Drive, Sewall's Point, Florida 34996.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation are MITCHELL D. SCHEPPS, 777 South Flagler Drive, Suite 600E, West Palm Beach, Florida 33401.

The undersigned Incorporator executed these Articles of Incorporation on January 6, 2005.


MITCHELL D. SCHEPPS, Incorporator

MITCHELL D. SCHEPPS, ESQ.
Sonnenschein Nath & Rosenthal LLP
777 South Flagler Drive, Ste. 600E
West Palm Beach, FL 33401
Telephone No.: 561-833-2410
Fax No.: 561-833-8387
Florida Bar No.: 0979139

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

APPROPRIATE CONSULTANTS, INC.

REGISTERED AGENT/OFFICE:

A. PAUL PROSPERI
8 Palmetto Drive
Sewall's Point, FL 34996

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Having been named as Registered Agent to accept service of process for the above-named Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

DATED: January 6, 2005.

A. PAUL PROSPERI, Registered Agent

By: Mitchell D. Schepps
Mitchell D. Schepps, Esq.
Attorney-in-Fact

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MITCHELL D. SCHEPPS, ESQ.
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West Palm Beach, FL 33401
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