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Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850) 205-0381

From:

Account Name : SHUTTS & BOWEN LLP OPERATING ACCOUNT
Account Number : I20030000037
Phone : (561) 835-8500
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FLORIDA PROFIT CORPORATION OR P.A.

K. A. JAMES CONSULTING CORP.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
K. A. JAMES CONSULTING CORP.

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is K. A. JAMES CONSULTING CORP.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be 4510 Portofino Way, #209, West Palm Beach, Florida 33409.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock with \$0.01 par value per share.

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ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 4510 Portofino Way, #209, West Palm Beach, Florida 33409. The name of the initial registered agent of the Corporation at that address is Keith A. James, Esq.

ARTICLE VII

INITIAL DIRECTORS

The name and street address of the initial director of the Corporation is as follows:

Name:

Address:

Keith A. James, Esq.

4510 Portofino Way, #209
West Palm Beach, Florida 33409

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws of the Corporation shall be vested in the shareholders of the Corporation.

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is as follows:


Name:

Address:

KEITH A. JAMES, ESQ.

4510 Portofino Way, #209
West Palm Beach, Florida 33409

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of January, 2005.



KEITH A. JAMES, ESQ.

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, **Keith A. James**, am familiar with and accept the obligations of the appointment as the initial registered agent of **K. A. JAMES CONSULTING CORP.**, as made in the foregoing Articles of Incorporation.

DATED this 19th day of January, 2005

By:

Keith A. James

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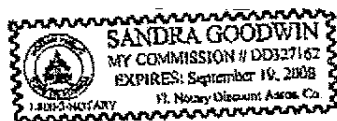
STATE OF FLORIDA)

) SS:

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by **KEITH A. JAMES**. He is personally known to me X or who has produced _____ as identification.

19 WITNESS my hand and official seal in the County and State last aforesaid this day of January, 2005.



Sandra Goodwin
Notary Public

Sandra Goodwin

Typed, printed, or stamped Name of
Notary Public

My Commission Expires: 9/19/2008