

P05000041039

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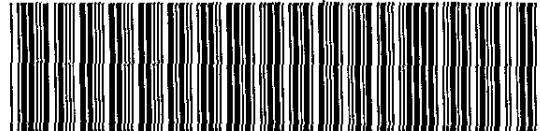
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAR 16 AM 8:39

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3/18/05



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 10, 2005

JERROLD. WISH, ESQ.
245 N. COCONUT LANE
MIAMI BEACH, FL 33139

SUBJECT: CONSULTINGROUP, INC.
Ref. Number: W05000012636

We have received your document for CONSULTINGROUP, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P96000080983 (CONSULTING GROUP INC.).

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 405A00016734

JERROLD A. WISH, P.A.

Attorneys At Law

245 North Coconut Lane, Miami Beach, FL 33139

March 15, 2005

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Ladies and Gentlemen:

In compliance with your letter, a copy of which is attached, enclosed are one (1) original and one copy of the following corrected Articles for filing and return of a certified copy and a certificate of status for each:

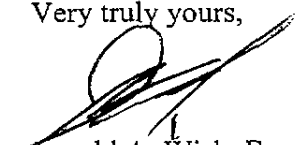
CALLEGARI CONSULTINGGROUP, INC.

These Articles are provided by, and the certified copies and certificates of status should be returned to:

Jerrold A. Wish, Esq.
245 N. Coconut Lane
Miami Beach, FL 33139
Phone: 305-538-1731

Thank you.

Very truly yours,



Jerrold A. Wish, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CALLEGARI CONSULTINGROUP, INC.

In compliance with the requirements of the laws of the State of Florida and Chapter 607, Florida Statutes., and for the purpose of forming a corporation for profit, the undersigned does hereby adopt the following Articles of Incorporation:

1. Name of Corporation. The name of the corporation is CALLEGARI CONSULTINGROUP, INC. ("Corporation").

2. Principal Office. The principal place of business and mailing address of Corporation is 1915 Brickell Avenue, Unit No. C-1211, Miami, FL 33129.

3. Registered Office - Registered Agent. The street address of the Registered Office of Corporation is 1915 Brickell Avenue, Unit No. C-1211, Miami, FL 33129. The name of the Registered Agent of Corporation is:

CRISTINA CALLEGARI

4. Purpose of Corporation. Corporation is formed to engage in any lawful business.

5. Powers of Corporation. Corporation shall have all the powers provided for a corporation under law.

6. Stock. The capital stock authorized shall be 1,000 shares, such shares shall be of a single class and shall have a par value of \$0.01 per share.

7. Board of Directors. The affairs of Corporation shall be managed by a Board of not less than one nor more than three members. The initial number of directors shall be two. Board members shall be appointed and/or elected as stated in the By-Laws. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME

ADDRESS

Cristina Callegari

1915 Brickell Avenue, Unit No. C-1211, Miami, FL
33129

8. Incorporator. The name and address of the Incorporator of this corporation is:

Cristina Callegari, 1915 Brickell Avenue, Unit No. C-1211, Miami, FL 33129.

9. Officers. The Board may elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

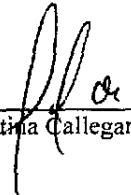
President/Secretary:

Cristina Callegari
1915 Brickell Avenue, Unit No. C-1211,
Miami, FL 33129

10. Indemnification of Officers and Directors. Corporation shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of Corporation, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross

negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

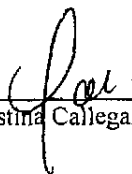
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator of this Corporation, has executed these Articles of Incorporation as of this 25th day of February, 2005.


Cristina Callegari, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 25th day of February, 2004.


Cristina Callegari, Registered Agent

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TALLAHASSEE, FLORIDA