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05 MAY 20 PM 12: 01  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
05 MAY 20 PM 2: 04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5002  
2 Burch MAY 23 2005

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Hemisphere Worldwide Consulting, Inc.

Signature \_\_\_\_\_

Requested by: SP

Name \_\_\_\_\_

Date 5/20/05

Time 10:21

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**HEMISPHERE WORLDWIDE CONSULTING, INC.**

FILED  
05 MAY 20 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I.**

The name of the corporation shall be HEMISPHERE WORLDWIDE CONSULTING, INC. and its initial postal address and its principal office for the conduct of business is: 500 Sweetwater Club Boulevard, Longwood, Florida 32779. The Board of Directors may from time to time move the principal office to any other address in Florida.

**ARTICLE II.**

The general nature of business to be transacted by this corporation is

- a. To engage in the business of site contracting and any other lawful endeavor.
- b. To buy, sell, purchase, acquire, convey, mortgage or transfer in any manner whatsoever or retain in any manner whatsoever money, stocks, bonds, realty or any other property in any manner not prohibited by law.
- c. To carry on any and all business as manufacturers, producers, merchants (wholesale and retail), importers and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy and sell and otherwise deal

in any materials, articles or things required in connection with or incidental to the manufacture, production and dealing in such products.

d. To build and construct any property in any manner not prohibited by law, and to engage in every aspect and phase of construction or contracting work with any material or materials whatsoever and in any manner whatsoever.

e. To such extent as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do and for the accomplishment of any of the purposes or the objects enumerated in these Articles of Incorporation, or any amendments thereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and every thing necessary, suitable, convenient, or proper or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property and, in general, to engage in and carry on any and every lawful business in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any and all powers, rights and privileges which a corporation may now or hereafter be organized, authorized or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any Act amendatory thereto, supplemental thereto or substituted therefor.

f. The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation and no recitation, expression or declaration of specific powers or

purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

### ARTICLE III.

The term for which this corporation shall exist shall be perpetual.

### ARTICLE IV.

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 of common stock at One Dollar (\$1.00) par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or in services at a just valuation to be fixed by the Directors at a meeting duly convened and held.

### ARTICLE V.

The name and address of the person signing these Articles as Incorporator is: James M. Talley, 20 North Orange Avenue, Suite 1500, Orlando, Florida 32801.

### ARTICLE VI.

The street address of the initial registered office of this corporation and the name of its registered agent at such address are as follows:

Registered Agent: James M. Talley

Registered Office: 20 North Orange Avenue, Suite 1500, Orlando, FL 32801

#### ARTICLE VII.

The business of the corporation shall be conducted, carried on and managed by and through a Board of Directors composed of one (1) or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law. The initial Board of Directors of this corporation shall consist of one (1) member.

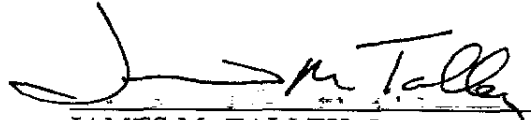
#### ARTICLE VIII.

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any directors of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or other corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or other corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

#### ARTICLE IX.

These Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon shareholders are granted subject to this reservation.

WITNESS my hand and seal this \_\_\_\_\_ day of May, 2005.


  
JAMES M. TALLEY, Incorporator

STATE OF FLORIDA

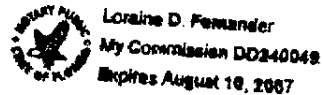
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **JAMES M. TALLEY**, the person described as incorporator to the foregoing Articles of Incorporation, who is personally known to me, and who executed the same and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 16<sup>th</sup> day of May, 2005.

  
NOTARY PUBLIC, State of Florida  
at Large

(Notarial Seal)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, OR DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted.

First, that HEMISPHERE WORLDWIDE CONSULTING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of Longwood, State of Florida, has named JAMES M. TALLEY, located at 20 North Orange Avenue, Suite 1500, Orlando, Florida 32801, State of Florida, as its agent to accept service of process within Florida.

CORPORATE OFFICER

SIGNED: 

TITLE: Incorporator

DATE: 5/16/05

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNED: 

Registered Agent

DATE: 5/16/05

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05 MAY 20 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA