

Jul 15, 2005 2:21PM  
Division of Corporations

**P05000099825**

Florida Department of State  
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To:

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

From:

Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
Account Number : 073707002173  
Phone : (954) 966-2112  
Fax Number : (954) 981-1605

**FLORIDA PROFIT CORPORATION OR P.A.**

**DEVELOPMENT CONSULTING, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**OF**  
**DEVELOPMENT CONSULTING, INC.**

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ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the Corporation is DEVELOPMENT CONSULTING, INC.

**ARTICLE II**  
**DURATION**

The duration of the Corporation is perpetual.

**ARTICLE III**  
**PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

**ARTICLE IV**  
**AUTHORIZED SHARES**

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Prepared by: Robert M. Kramer, Bar No. 181940, 4000 Hollywood Boulevard, Suite 485 South Hollywood, FL 33021, phone: (954)966-2112

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**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation and the name of its initial registered agent is:

Robert M. Kramer  
4000 Hollywood Boulevard  
Suite 485 South  
Hollywood, FL 33021

**ARTICLE VI**  
**DIRECTORS**

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). No director may be removed from office during his term except for cause. The name and address of the person to serve as members of the initial board of directors is:

Sandra K. Baker  
600 Biltmore Way  
Apt. 1116  
Coral Gables, FL 33134

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator is:

Robert M. Kramer  
4000 Hollywood Boulevard  
Suite 485 South  
Hollywood, FL 33021

**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

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**ARTICLE IX**  
**PRINCIPAL OFFICE**

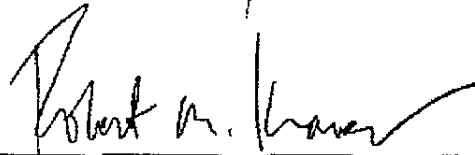
The initial mailing and street address of the principal office of the Corporation is:

c/o Sandra K. Baker  
600 Biltmore Way  
Apt. 1116  
Coral Gables, FL 33134

**ARTICLE X**  
**TRANSFER OF SHARES**

All of the Shareholders and the Corporation may enter into an agreement relating to the transfer of shares. Until such time, the Corporation shall have a "right of first refusal" for a period of sixty (60) days to purchase the shares of a Shareholder who desires to sell, for the same terms and conditions as a third party offer.

Executed by the undersigned on the 15<sup>th</sup> day of July, 2005.



ROBERT M. KRAMER, INCORPORATOR

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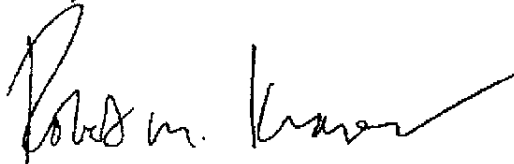
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**ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT**

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



ROBERT M. KRAMER, REGISTERED AGENT

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