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2005 JUL 22 P 3:39
SECRETARY OF STATE
HARRISBURG, PA

7-22-05

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

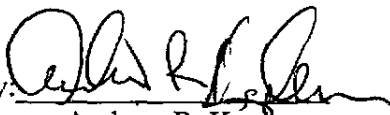
RE: Kaplan Consulting Partners, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for the aforementioned new corporation. Enclosed please find my check in the amount of \$78.75, for the filing fee, certified copy fee, registered agent fee and charter tax.

Should any of this be lacking in order to comply with the laws of the State of Florida, please do not hesitate to contact me.

Very truly yours,

By: 

Andrew R. Kaplan
Director

/rc1

Enclosures

**ARTICLES OF INCORPORATION
OF
KAPLAN CONSULTING PARTNERS, INC.**

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FLORIDA

ARTICLE I - NAME

The name of this Corporation is Kaplan Consulting Partners, Inc.; the mailing address is 613 Layne Boulevard, Hallandale Beach, Florida 33009.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of conducting any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of stock, \$1.00 par value, which said shares shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 613 Layne Boulevard, Hallandale Beach, Florida 33009. The name of the initial Registered Agent of this Corporation is Andrew R. Kaplan.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office is 613 Layne Boulevard, Hallandale Beach, Florida 33009. The name of the principal officer is Andrew R. Kaplan.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial director. The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Andrew R. Kaplan
613 Layne Boulevard
Hallandale Beach, Florida 33009

ARTICLE VIII - INCORPORATION

The name and address of the person signing these Articles is:

Andrew R. Kaplan
613 Layne Boulevard
Hallandale Beach, Florida 33009

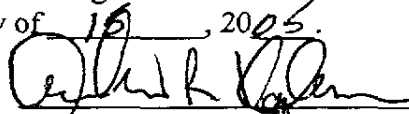
ARTICLE IX

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this July day of 15, 2005.


ANDREW R. KAPLAN

STATE OF FLORIDA

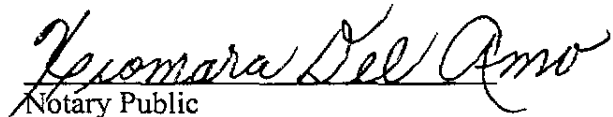
COUNTY OF Dade

Before me, the undersigned authority, personally appeared ANDREW R. KAPLAN to me well known and known to me to be the person described in and who acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this July day of 15, 2005.



Xiomara Del Amo
Commission # DD318436
Expires: MAY 11, 2008
Aaron Notary 1.800.350.5151

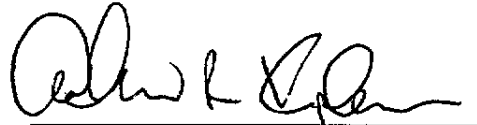

Notary Public

My Commission Expires: May 11/2008

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments hereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15 day of July, 2005.


ANDREW R. KAPLAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA