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

From: Account Name : BRANT, ABRAHAM, REITER & MCCORMICK, P.A.
Account Number : T20040000043
Phone : (904) 358-2750
Fax Number : (904) 353-1166

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

The Principles Consulting Group, Inc.

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ARTICLES OF INCORPORATION
OF
THE PRINCIPLES CONSULTING GROUP, INC.

ARTICLE I - NAME

The name of this Corporation is THE PRINCIPLES CONSULTING GROUP, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 10,000 shares of the common stock at a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors are:

William P. Frank
3 Foxtail Road
Amelia Island Plantation, Florida 32034

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ARTICLE VIII - INCORPORATOR

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

William P. Brant
50 North Laura Street, Suite 2750
Jacksonville, Florida 32202

ARTICLE IX - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT


The street address of the initial registered office of this Corporation is 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202, and the name of the initial registered agent of this Corporation at that address is Brant, Abraham, Reiter, McCormick & Greene, P.A.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

 (SEAL)
William P. Brant
Incorporator

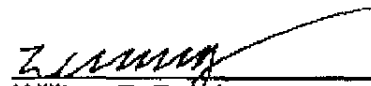
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REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for THE PRINCIPLES CONSULTING GROUP, INC., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

BRANT, ABRAHAM, REITER,
McCORMICK & GREENE, P.A.



William P. Brant
President

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