

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Number : 075410002172
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

PARKWOOD CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PARKWOOD CONSULTING, INC.**

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

**ARTICLE 1
NAME AND ADDRESS**

The name of this corporation shall be PARKWOOD CONSULTING, INC. The initial principal business address of the corporation is 9723 Discovery Terrace, Bradenton, Florida 34212.

**ARTICLE 2
DURATION**

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

**ARTICLE 3
PURPOSE**

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

**ARTICLE 4
CAPITAL STRUCTURE**

The aggregate number of shares of capital stock which this corporation shall have the authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

**ARTICLE 5
INITIAL REGISTERED AGENT & OFFICE**

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

NAME

ADDRESS

ROBERT H. HARTUNG

9723 Discovery Terrace
Bradenton, Florida 34212

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ARTICLE 6
DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have two (2) Directors initially, and the names and addresses of the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT H. HARTUNG	9723 Discovery Terrace Bradenton, Florida 34212
MIRIAM MARTIN	9723 Discovery Terrace Bradenton, Florida 34212

ARTICLE 7
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended, or repealed by the shareholders of the corporation may not be repealed, altered, amended, or readopted by the Board of Directors if the shareholders so provide.

ARTICLE 8
SHAREHOLDERS' AGREEMENT

In the event a Shareholders' Agreement exists and there are any inconsistencies in terms between these Articles of Incorporation and the Shareholders' Agreement, the terms of the Shareholders' Agreement will control.

ARTICLE 9
INCORPORATOR

The name and the address of the person signing these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT H. HARTUNG	9723 Discovery Terrace Bradenton, Florida 34212

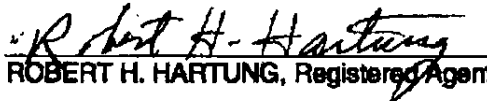
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These Articles of Incorporation have been executed this 29 day of June, 2009.


ROBERT H. HARTUNG, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


ROBERT H. HARTUNG, Registered Agent

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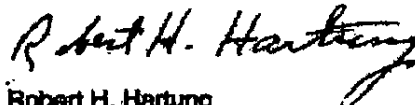
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**PARKWOOD CONSULTING, INC.****9723 Discovery Terrace
Bradenton, Florida 34212**Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32301**Re: Withdrawal of Parkwood Consulting, Inc., a Minnesota Corporation
and Formation of Parkwood Consulting, Inc., a Florida Corporation**

Dear Sir or Madame:

Parkwood Consulting, Inc., a Minnesota corporation qualified to transact business in Florida ("Parkwood"), Document Number FD8000004949, wishes to withdraw its authority to transact business in Florida in order to form a Florida for profit corporation under the name *Parkwood Consulting, Inc.*, for the purpose of transferring the state of organization of Parkwood from Minnesota to Florida as a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, (the "Code"). This change in the state of organization will be effectuated by statutory merger of Parkwood into a Florida corporation to be incorporated under the name *Parkwood Consulting, Inc.*

Please accept this letter as written consent for use of the name *Parkwood Consulting, Inc.* and allow the Articles of Incorporation for Parkwood Consulting, Inc. to be accepted by the Florida Secretary of State's Office upon filing.

Sincerely,

Parkwood Consulting, Inc.Robert H. Hartung
President

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