

Florida Department of State  
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**FLORIDA PROFIT/NON PROFIT CORPORATION  
AGENCY CONSULTING, INC.**

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(5)

ARTICLES OF INCORPORATION  
OF

AGENCY CONSULTING, INC.

The undersigned, does hereby subscribe to, acknowledge, and file, the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is AGENCY CONSULTING, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal street address and mailing address, if different is 318 Indian Trace, # 223, Weston, Florida 33326

ARTICLE III - PURPOSE

This corporation is established for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE IV - TERM

This corporation shall commence its existence on the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of one (\$1.00) dollar, par value, common stock, which shall be designated as "common shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just value to be fixed by the Board of Directors.

ARTICLE VI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding common shares.

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

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**ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

Claudia Jo Willis, Esquire  
Claudia Jo Willis, P.A.  
1301 East Broward Boulevard  
Suite 220  
Fort Lauderdale, Florida 33301

**ARTICLE IX - INITIAL BOARD OF DIRECTORS AND OFFICERS**

The corporation shall have one (1) director, initially. The number of directors may be increased by a unanimous vote of the shareholders of the corporation, but in no event shall there be more than five (5) directors. The name and address of the initial directors of this corporation are:

Robert Joseph White  
318 Indian Trace, # 223  
Weston, Florida 33326

**ARTICLE X - INCORPORATOR**

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

Robert Joseph White  
318 Indian Trace, # 223  
Weston, Florida 33326

**ARTICLE XI - INDEMNIFICATION**

This corporation shall indemnify any officer or director or any formal officer or director, to the fullest extent permitted either now existing or hereafter enacted.

**ARTICLE XII - POSSIBLE CONFLICTS**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the director of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation. Any director individually or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract of any transaction of this corporation, provide that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, any director of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in

determining the existence of the quorum of any meeting of the board of directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such officer or director of such other corporation or not so interested.

#### ARTICLE XIII - CORPORATE DEBTS

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon dividends due them for any indebtedness of such shareholders to the corporation.

In Witness Whereof the undersigned subscriber has executed these Articles of Incorporation this \_\_\_\_ day of February, 2010.

INCORPORATOR:

Robert J. White (SEAL)  
Robert Joseph White

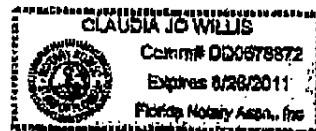
STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of February, 2010, by Robert Joseph White, who is personally known to me or who has produced Florida Driver's License No. \_\_\_\_\_ as identification.

Notary Signature: Claudia Jo Willis

Notary Name: Alison Probst Claudia Jo Willis

My Commission Expires: 9/25/2011



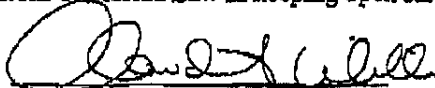
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CERTIFICATE OF ACKNOWLEDGMENT  
OF REGISTERED AGENT  
OF  
AGENCY CONSULTING, INC.

Pursuant to Florida Statutes § 48.901 and § 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 318 Indian Trace, # 223, Weston, Florida 33326 has named Claudia Jo Willis, Esquire located at 1301 East Broward Boulevard, Suite 220, Fort Lauderdale, Florida 33301, as its Registered Agent to accept service of process within the state of Florida.

I, Claudia Jo Willis, Esquire, having been named registered Agent for Agency Consulting, Inc., shall accept service of process for the above-stated corporation at the place designated in this certificate, and being familiar with the obligation of that position, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law in keeping open said office.

  
CLAUDIA JO WILLIS, ESQUIRE,  
Registered Agent

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