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H. T. Smith, P.A.

ATTORNEY AT LAW

1017 NORTHWEST 9TH COURT

Miami, Florida 33136-3012

January 21, 2011

TELEPHONE (305) 324-1845

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E-MAIL: htsmithpa@aol.com

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

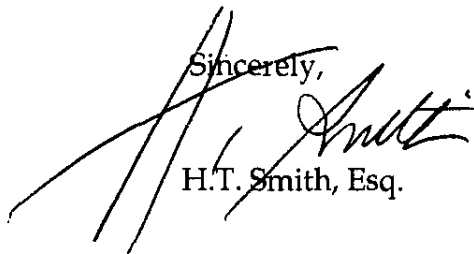
**SUBJECT: SCS Consulting, Inc.
Articles of Incorporation**

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation of SCS Consulting, Inc. and a check for \$70 to pay the Filing Fee. If you have any questions or need additional information, please feel free to contact me.

Thank you.

Sincerely,


H.T. Smith, Esq.

Enclosures

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 28, 2011

H.T. SMITH, ESQUIRE
1017 NORTHWEST 9TH COURT
MIAMI, FL 33136-3012

SUBJECT: SCS CONSULTING, INC.
Ref. Number: W11000005587

We have received your document for SCS CONSULTING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 611A00002490

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**ARTICLES OF INCORPORATION
OF
SOLOMON STINSON CONSULTING, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I
NAME**

The name of the Corporation is: Solomon Stinson Consulting, Inc.

**ARTICLE II
PURPOSE**

The corporation's purposes are:

- a. To provide consulting services on matters related to education, school district management, leadership, curriculum development, public procurement and such other areas where Solomon Stinson Consulting, Inc. may possess or secure expertise.
- b. To engage in such other business as may be authorized from time to time by the Board of Directors, and which may be permitted by Florida Statutes, and regulated by all other applicable laws, regulation and ordinances.

**ARTICLE III
TERM OF EXISTENCE**

The period of existence of the corporation is perpetual.

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ARTICLE IV
OFFICE

The street address of the principal office of the Corporation is: 921 South Biscayne River Drive, Miami, FL 33169.

ARTICLE V
CORPORATE STOCK

The maximum number of shares this Corporation is authorized to issue is 100, par value \$10 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI
REGISTERED AGENT

The initial street address of the Corporation's registered office is: 1017 NW 9th Court, Miami, Florida, 33136. The initial registered agent for the Corporation at that address is: H. T. Smith, Esq.

ARTICLE VII
INITIAL DIRECTORS

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

| Name | Address |
|--------------------|---|
| Solomon C. Stinson | 921 South Biscayne River Drive Miami, FL 33169 |

ARTICLE VIII
INCORPORATORS

The name and street address of the person signing these articles of incorporation is:

| Name | Address |
|--------------------|---|
| Solomon C. Stinson | 921 South Biscayne River Drive Miami, FL 33169 |

ARTICLE IX
INDEMNIFICATION OF OFFICERS

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE X
POWERS

The powers of the corporation shall be those powers granted by these articles and by the by-laws of the corporation. In addition, the corporation shall have the following specific powers:

- a. To conduct an annual meeting and election in March of each year and transmit such updates to the State of Florida Division of Corporations as appropriate.
- b. To notify shareholders of the date, time, and place of each annual and special shareholders' meeting no fewer than 10 or more than 60 days before the meeting date. Notice shall be given in the manner provided in s. 607.0141, as it may be amended from time to time, by or at the direction of the president, the secretary, or the officer or persons calling the meeting. If the notice is mailed at least 30 days before the date of the meeting, it may be done by a class of United States mail other than first class. Notwithstanding s. 607.0141, if

- a. mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at her or his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.
- b. Notice of a special meeting must include a description of the purpose or purposes for which the meeting is called.
- c. To elect or appoint officers and agents of the corporation.
- f. To act as an agent for any individual, association, partnership, corporation or other legal entity.

To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares of other interest in, or obligations of, individuals, associations, partnerships, corporations, or governments.

- d. To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation, but such shares may only be purchased directly or indirectly, out of earned surplus.
- e. To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes, and in time of war, to make donations in aid of war activities.

ARTICLE XI

MANAGEMENT

For the management of the business, and for the conduct of the affairs of the corporation, and for the further definition, limitation, and regulation of the powers of the corporation and its directors and stockholder, it is further provided:

Section 1 Size of Board

The numbers of directors shall be as specified in the bylaws of the corporation, and as set forth in these articles, and such number may from time to time be increased or decreased in such manner as prescribed by the bylaws. In no event shall the number of directors be less than one (1). Directors need not be stockholders.

Section 2 Powers of Board

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered:

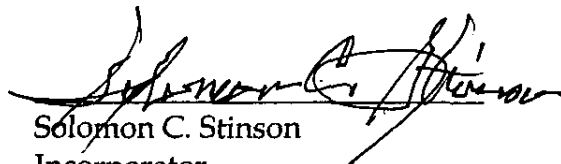
- a. To make, alter, amend, and repeal the bylaws, subject to the powers of the stockholders to alter or repeal the bylaws made by the board of directors;

- b. Subject to the applicable provisions of the bylaws then in effect, to determine, from time to time, whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to stockholder inspection. No stockholder shall have any right to inspect any of the accounts, books or documents of the corporation, except as permitted by law, unless or until authorized to do so by resolution by the board of directors or of the stockholders of the corporation;
- c. To authorize and issue, without stockholder consent, obligations of the corporation, secured and unsecured, under such terms and conditions as the board, in its sole discretion, may determine, and to pledge or mortgage, as security therefore, any real or personal property of the corporation, including after acquired property;
- d. To establish bonus, profit sharing, stock options, or other types of incentive compensation plans for the employees, including officers and directors of the corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations.
- e. To provide for the reasonable compensation of its owner members by bylaws, and to fix the terms and conditions upon which such compensation will be paid;
- f. In addition to the powers and authority herein before, or by statute, expressly conferred upon it, the board of directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, of these articles of incorporation, and of the bylaws of the corporation.

ARTICLE XXII
AMENDMENT OF ARTICLES

The provisions of these articles of incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Florida and additional provisions authorized by such laws as are then enforced may be added. All rights herein conferred on the directors, officers, and stockholders are granted and subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation.

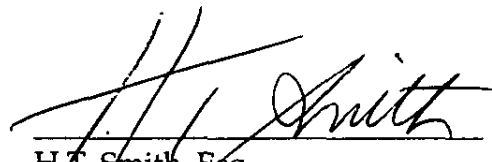

Solomon C. Stinson
Incorporator

2/4/11
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accepted service of process for Solomon Stinson Consulting, Inc.

Articles of Incorporation at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant of F.S.607.0501.


H.T. Smith, Esq.
Registered Agent

2/4/11
Date

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