

Charter Number Only

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VALIDATION ONLY

Requester's Name Brow  
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CORPORATION(S) NAME

CONSULTCO CONSTRUCTION & CONSULTING, INC.

FILED  
25 JAN 19 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

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|--|---|---|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Foreign            | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation         | <input type="checkbox"/> Certified Copy     | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Photo Copies        | <input type="checkbox"/> Call When Ready    | <input type="checkbox"/> After 4:30                 |
| <input type="checkbox"/> Call If Problem     | <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out                   |
| <input type="checkbox"/> Will Wait           | <input checked="" type="checkbox"/> Pick Up |   |

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| Name           |
| Availability   |
| Document       |
| Examiner       |
| Updater        |
| Verifier       |
| Acknowledgment |
| W.P. Verifier  |

CERTIFIED COPY

H. SIMS JAN 19 1995



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

August 30, 1994

KEITH HOUSEKNECHT  
140 NE 57TH COURT  
FORT LAUDERDALE, FL 33334

The name CONSULTCO CONSTRUCTION & CONSULTING, (INC.) has been reserved for 120 days beginning August 30, 1994. The reservation number is R94000004092 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Janice Love-Washington

Letter number: 394A00039632

## CERTIFICATE OF INCORPORATION

We, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation for profit under the laws of the State of Florida provided for the formation, liability, rights, privileges and immunities of a corporation for profit.

### ARTICLE I

#### NAME

The name of the corporation is CONSULTCO CONSTRUCTION CONSULTING, INC., and is hereafter to be referred to as long as the said corporation remains in existence and/or transacts business under the nature and powers declared below.

### ARTICLE II

#### NATURE OF BUSINESS AND POWERS

This corporation is organized for the purpose of transacting any or all business for which corporations may be incorporated under Florida statutes.

### ARTICLE III

#### CAPITAL STOCK

The authorized capital stock of the corporation shall be ONE HUNDRED (100) shares at FIVE (\$5.00) DOLLARS par value per share.

The stock of the corporation is intended to qualify with the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary

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95 JAN 19 PM 2:04  
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page 2 of 5

will be taken by the appropriate officers and officials to accomplish this compliance.

No shareholder shall sell, assign, transfer, pledge, hypothecate, or otherwise in any manner alienate or in any way dispose of any shares of the capital stock of the corporation by written offer personally served upon the entire board of directors of the company. The corporation shall have the exclusive right and option, within forty five (45) days after receipt of such written offer of sale, to purchase such shares from offering shareholder at a price set by the corporations Certified Public Accountant. This appraisal shall be based upon our audit of the companys books and the purchase price shall not include good will.

#### ARTICLE IV

##### INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall be FIVE HUNDRED (\$500.00) DOLLARS.

#### ARTICLE V

##### TERM OF EXISTENCE

The corporation shall have a perpetual existence.

#### ARTICLE VI

##### ADDRESS, REGISTERED OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 5200 NORTH FEDERAL HIGHWAY; SUITE 2, FORT LAUDERDALE, FLORIDA 33308 with other such offices, agencies and branches at such

page 3 of 5

places as may be determined by the board of directors. The street address of the initial registered office of this corporation is: 5200 NORTH FEDERAL HIGHWAY; SUITE 2, FORT LAUDERDALE, FLORIDA 33308, and the name of the initial registered agent of this corporation at that address is KEITH B. HOUSEKNECHT.

Having been so named to accept service of process, said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

#### ARTICLE VII

##### DIRECTORS

The business of a corporation shall be directed by a President, Vice President, and a Secretary/Treasurer. The number of directors may be decreased to no less than one, or increased as may be authorized by the By-Laws of the corporation.

#### ARTICLE VIII

##### INITIAL DIRECTORS

The names and addresses of the first board of directors of this corporation, and the officers, all of whom shall hold office for the first year or until their successors are chosen, are:

KEITH B. HOUSEKNECHT  
140 NE 57TH COURT  
FORT LAUDERDALE, FLORIDA 33334  
(305) 776-0957

{ President, Vice-President }  
{ Secretary/Treasurer } \*\*

page 4 of 5

Note: Others will be added later via the process of amendment and/or within the By-Laws of this corporation and thus the singular responsibility listed above will be separated.

#### ARTICLE IX

##### INITIAL SUBSCRIBER

The name and address of the initial subscriber to the Certificate of Incorporation is as follows:

KEITH B. HOUSEKNECHT  
140 NE 57TH COURT  
FORT LAUDERDALE, FLORIDA 33334  
(305) 776-0957



1/17/95

#### ARTICLE X

##### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all directors and all other stockholders sign a written consent manifesting their intention that a certain amendment to these articles be made.

#### ARTICLE XI

##### GENERAL PROVISIONS

- A. Unless otherwise stated in the By-Laws of the corporation, every stockholder who has the right to vote shall have the right to vote in person or by proxy.
- B. Unless otherwise provided in the By-Laws, no stockholder

page 3 of 5

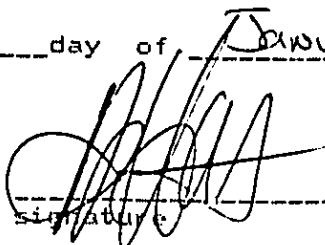
shall have the pre-emptive right to purchase his pro-rata share of new stock.

C. Unless otherwise provide by and in the By-Laws, cumlulative voting shall not be permitted.

IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation for

CONSULTCO CONSTRUCTION & CONSULTING, INC.

and acknowledged the same under the laws of the State of Florida this 17 day of January 1995.

  
signature \_\_\_\_\_ date 1/17/95

STATE OF FLORIDA ) CS  
COUNTY OF BROWARD)

Before me, the undersigned authority, personally appeared

KEITH B. HOUSEKNECHT

to me well known and known to be the person(s) described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that they signed the same for the purpose therein expressed.

SWORN TO AND SUBSCRIBED this

\_\_\_\_\_ day of \_\_\_\_\_ 19\_\_

at FORT LAUDERDALE, county of BROWARD, state of FLORIDA

My Commission expires: \_\_\_\_\_ 19\_\_

NOTARY PUBLIC, STATE OF FLORIDA

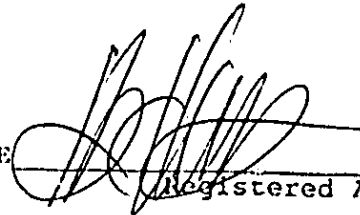
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that CONSULTCO CONSTRUCTION & CONSULTING INC  
(Name of Corporation)  
desiring to organize under the laws of the State of FLORIDA  
(Florida)  
with its principal office, as indicated in the articles of incorporation has named KEITH B. HOUSEKNECHT  
(Name of Registered Agent)  
located at 5200 N. FEDERAL HWY, SUITE 2 County of BROWARD  
(City) FORT LAUDERDALE (County)  
State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT 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.

SIGNATURE



Registered Agent

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