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ATTORNEYS AT LAW

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FAX (407) 659-4009

April 26, 1995

CERTIFIED MAIL #Z 434 283 908 - RETURN RECEIPT REQUESTED

Corporation Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: NETWORK CONSULTANTS
AND MANAGEMENT, INC.
OUR FILE NO. 4424.2

RECEIVED 4/27/95
4/27/95 01:23-01:23
***122.50 ***122.50

Dear sir or madam:

Enclosed herewith to be filed with your office, please find the Articles of Incorporation and Resident Agent form for the captioned entity. Also enclosed herewith please find a check in the amount of \$122.50 to defray the costs set forth below:

Filing Fee	\$ 35.00
Resident Agent Form	\$ 35.00
Certified Copy of the Articles of Incorporation	\$ 52.50

TOTAL: \$122.50

EFFECTIVE DATE

4-25-95

For your convenience in returning to me a certified copy of the Articles of Incorporation, I have enclosed herewith a photocopy of the same.

Thank you for your cooperation in this matter.

Sincerely,

CS
Christopher J. Schilling

CJS:ls
Enclosures

R95-1691
Dmc
5/4/95

FILED
95 APR 28 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CJS:ls
4424.2
04/20/93

ARTICLES OF INCORPORATION
OF
NETWORK CONSULTANTS AND MANAGEMENT, INC.

FILED

95 APR 28 PM 12:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is NETWORK CONSULTANTS AND MANAGEMENT, INC.

EFFECTIVE DATE

Article II - Duration

4-25-95

The term for which this corporation shall exist shall be perpetual and its existence shall begin on the date of execution and acknowledgment of these articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value non-assessable stock.

Article V - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article VI - Initial Registered Office & Agent

The street address of the initial registered office and the principal place of business of this corporation is 251 Royal Palm Way, Sixth Floor, Palm Beach, Florida 33480. The name of the initial registered agent of this corporation at that address is Christopher J. Schilling, Esquire.

Article VII - Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but never be less than one (1). The name of the initial director of this corporation is:

MICHAEL HARTMAN
300 Westwood Circle North
West Palm Beach, Florida 33411

Article VIII - Incorporator

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

MICHAEL HARTMAN
300 Westwood Circle North
West Palm Beach, Florida 33411

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XII - Shareholders' Meeting

Except as may be otherwise in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

Article XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of April, 1995.


MICHAEL HARTMAN
Subscriber

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, appeared MICHAEL HARTMAN, who is personally known to me or who produced Florida Driver's License as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 25th day of April, 1995.

Susan W. Perry
Notary Public-State of Florida
at Large

Commission No.:
Commission Expires:  SUSAN W. PERRY
MY COMMISSION #DC389000
EXPIRES: September 23, 1998
Bonded thru Notary Public Underwriters

CJW:la
4424.2
04/20/95.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
SERVICE MAY BE SERVED

FILED
APR 28 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT: NETWORK CONSULTANTS AND MANAGEMENT, INC. desiring
to organize or qualify under the laws of the State of Florida,
with its principal place of business at Town of Palm Beach,
State of Florida, has named Christopher J. Schilling, Esq.,
located at 251 Royal Palm Way, Sixth Floor, Palm Beach, Florida
33480, as its agent to accept service of process within
Florida.

NETWORK CONSULTANTS AND MANAGEMENT, INC.

SIGNATURE: Michael Hartman
Michael Hartman

TITLE: President

DATE: 4/25/95, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Christopher J. Schilling
Christopher J. Schilling

DATE: 4-26-95, 1995