

Memo From:...

CONSULT ONE, INC.

3773 Central Avenue
St. Petersburg FL 33713

813-327-1202

May 8th, 1995

DEPARTMENT OF STATE
CORPORATE RECORDS BUREAU
P O BOX 6327
TALLAHASSEE FL 32314

000001484460
-05/11/95--01082--016
*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION

Enclosed are the following:

Articles of Incorporation
Check in the Amount \$70.00

Please accept this as request for a Corporate Charter for:

FOOTHILLS INC.

No certified copy is required.

Address all correspondence to:

FOOTHILLS INC.
3773 Central Avenue, Suite A518
St Petersburg FL 33713-8338

Thank you!


J. M. Winebrenner

encl

FILED
95 MAY 11 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KJR

ARTICLES OF INCORPORATION

The undersigned natural person(s) competent to contract, hereby make, subscribe and acknowledge these Articles of Incorporation in order to organize and incorporate a business for profit, with the corporate name as stated in ARTICLE X.

ARTICLE I — OBJECTS

The corporation may engage in any activity of business permitted under the laws of the United States and of this state.

ARTICLE II — CAPITAL

The amount of Capital with which this corporation will begin business shall not be less than FIVE HUNDRED DOLLARS.

ARTICLE III — DURATION

The duration of this corporation shall be perpetual. Corporation existence shall begin at the time of the subscription and/or filing and acknowledgment hereof, provided that all of the requirements of the law are met.

ARTICLE IV - ADDRESS

The initial street address in the State of the initial registered office of the corporation shall be stated in ARTICLE X.

ARTICLE V — NUMBER OF DIRECTORS

The number of directors of this corporation shall initially be never less than the minimum number required by law nor more than nine. The number may be increased or decreased as is authorized by the Bylaws.

ARTICLE VI — DIRECTORS, OFFICERS AND SUBSCRIBERS

The names and street address of the members of the first Board of Directors of this corporation who shall hold office for the first year, or until successors are elected or appointed and have qualified and the name and street address of each subscriber, and a statement of the number of shares of stock which agrees to take and the value of the consideration therefore are as stated in ARTICLE XIII.

FILED
SECRETARY
JUNE 27
1911
RECEIVED

ARTICLE VII — POWERS OF CORPORATION

The POWERS of the corporation are the following:

- A. To have succession by its corporate name perpetually.
- B. To sue and be sued and appear and defend in all actions and proceedings in its corporation name to the same extent as a natural person.
- C. To adopt and use a common corporate seal and alter the same.
- D. To appoint such officers and agents as its affairs shall require, and allow them suitable compensation.
- E. To Adopt, change, amend and repeal Bylaws, not inconsistent with laws or its Certificate of Incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its stockholders.
- F. To increase or diminish, by vote of its stockholders, shareholders, or members, cast as the Bylaws may direct, the number of directors, managers or trustees, provided that the number shall never be less than that required by law.
- G. To make and enter into all contracts necessary and proper for the conduct of its business.
- H. To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey, or otherwise dispose of franchises in this State and in any of the several states, territories, possessions, and dependencies of the United States, the District of Columbia, and in foreign countries.
- I. To purchase the corporate assets of any corporation and engage in the same character of business.
- J. To acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses or other rights or interests thereunder or therein.
- K. To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.
- L. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of this State or any government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- M. To establish plans, such as, but not limited to, pension-profit sharing, wage continuation, group term, medical care and accident and health.
- N. To request changes in the Certification of Incorporation of the corporation at any time pursuant to law.

O. To purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the Corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholder quorum or vote.

P. To do all and everything necessary and proper for the accomplishment of the OBJECTS enumerated in its Certificate of Incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the OBJECTS of the corporation whether or not such business is similar in nature to the OBJECTS enumerated in its Certificate of Incorporation.

Q. To contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed owing by it, as occasion may require and the Board of Directors deem expedient.

R. To make provisions in such instruments for transferring corporate property of every kind and nature then belonging to or thereafter acquired by such corporation, as security for any bonds, notes, debentures or other evidences of indebtedness issued or debts or sums of money owing by said corporation. In case of the sale of any property by virtue of any such instrument or of any foreclosure, the party acquiring title shall have the same right privileges, grants, franchises, immunities and advantages, in and by such instrument enumerated or conveyed, as belonged to and were enjoyed by the corporation executing the instrument or contracting the debt.

S. To make gifts for education, scientific or charitable purposes.

T. To enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint venture, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in the Articles of Incorporation, jointly or in common with others, so long as the particular corporation, person or association would have power to do so alone.

U. To indemnify any person made a party to an action by or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the corporation, or of any other corporation which he served as such at the request of the corporation, against the reasonable expense including attorney's fees, actually and necessarily incurred by him in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.

V. To indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person in his capacity of director or officer of the corporation, or of any other corporation which he served as such at the request of the corporation, against judgment, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable ground for belief that such action was unlawful.

W. To have in addition, any and all power as are now and/or hereafter conferred upon it by law.

X. To change the initial street address in the State of the principal office of the corporation from time to time pursuant to the Bylaws, and without the necessity of amending the Certificates of Incorporation

Y. Each and every foregoing clause shall be construed as a PURPOSE as an OBJECT and as a POWER, and it is hereby expressly provided that the foregoing enumeration of specific POWERS shall not be held to limit or restrict any other powers granted or implied by law.

ARTICLE VIII — REGISTERED AGENT

Pursuant to chapter 48.091 and Chapter 607.164 (h), Florida Statutes, the undersigned names the person described in ARTICLE XIII as its Registered Agent to accept service of process within the State, and such person having been named to accept said service at the place designated in said ARTICLE XIII, hereby accepts to act in said capacity and agrees to comply with the provisions of said act in relating to keeping said office by signing these Articles of Incorporation.

ARTICLE IX — GENERAL

A. Unless otherwise stated in the Bylaws, 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 Bylaws, no stockholder shall have pre-emptive right to purchase his pro rata to a new stock.

C. Unless otherwise provided in the Bylaws, cumulative voting shall not be permitted.

D. Except as otherwise provided by law, the corporation shall be entitled to recognize the exclusive right of a person in whose name any share or shares stand on the record of stockholders as the owner of such share or shares for all purposes, including, without limitation, the rights to receive dividends or other distributions, and to vote as such owner, and the corporation shall not be bound to recognize any equitable or legal claim to or interest in any such share or shares on the part of any other person, whether voluntary or involuntary, whether or not it shall have express or other notice thereof.

ARTICLE X NAME AND ADDRESS

A. NAME FOOTHILLS INC
B. ADDRESS 3773 Central Avenue, #A518
 St. Petersburg FL 33713-8338

ARTICLE XI SPECIFIC PURPOSE

That the corporation shall engage in and conduct the general business of any lawful business.

ARTICLE XII AUTHORIZED CAPITAL STOCK

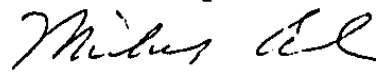
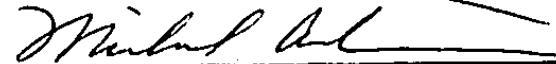
The maximum number of shares of stock that this corporation is authorized to have outstanding shall be 750 shares of \$10.00 par value common voting stock.

ARTICLE XIII NAME AND ADDRESS OF DIRECTORS, OFFICERS AND SUBSCRIBERS WITH SUBSCRIPTIONS & REGISTERED AGENT

President/
Subscriber/
Director MICHAEL ASHER
 1938 SPRUCE STREET APT 1B
 LIVERMORE CA 94550-1955 50 Shares

Registered
Agent J.M. WINEBRENNER
 3773 CENTRAL AVENUE
 ST PETERSBURG FL 33713

IN WITNESS WHEREOF, we the undersigned, have set our hands and seals to the foregoing Articles of Incorporation.

(President/Subscriber/Stockholder) (SEAL)

IN FURTHER WITNESS, be it known that I am familiar with and accept the duties and responsibilities as Registered Agent for the above named Corporation.



(Registered Agent) (SEAL)

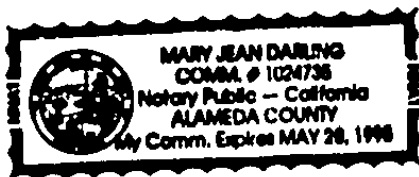
AFFIDAVIT

STATE OF Calif)
COUNTY OF Alameda)

Before me the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared MICHAEL ASHER, who executed the foregoing Articles of Incorporation and who acknowledged before me that he/she signed the same for the purpose therein stated.

Witness my hand and official seal at San Francisco
State of Calif, this 2nd day of May, 1995

Mary Jean Darling
(Notary Public)



AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared J.M. Winebrenner who assisted in executing the foregoing Articles of Incorporation and who acknowledged before me that he signed the same for the purpose therein stated.

Witness my hand and official seal at St Petersburg, Pinellas County,
State of Florida, this 9th day of May, 1995

Larry R. Holly
(Notary Public)

LARRY R. HOLLY
Notary Public, State of Florida
My Comm. Expires Jan. 31, 1998
No. CC344483

STATUTORY SHORT FORM OF ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me as of
5-9- 1995 by J.M. Winebrenner, Registered Agent of
FOOTHILLS INC, at the city of St. Petersburg, Pinellas County, Florida, on
behalf of the corporation. He is personally known to me or has produced
Florida Drivers License as identification.

Larry R. Holly
(Signature of Person taking Acknowledgment)

J.M. Winebrenner (Acknowledger)