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STATE OF FLORIDA

409 EAST GAINES STREET

FT LAUDERDALE FL 33302-4610-0000

TALLAHASSEE, FL 32399

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NAME: FOCS INCORPORATED

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**FLORIDA DEPARTMENT OF STATE**

Sandra B. Mortham  
Secretary of State

July 6, 1995

ATLAS PHARMAN TROP & BORKSON.P.A.

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## ARTICLES OF INCORPORATION

QE

### FINANCIAL & OPERATING CONSULTING SERVICES, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

#### ARTICLE I

##### CORPORATE NAME

The name of this Corporation shall be: FINANCIAL & OPERATING CONSULTING SERVICES, INC. .

#### ARTICLE II

##### PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 10824 Tea Olive Lane, Boca Raton, Florida 33496.

#### ARTICLE III

##### NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

K95000007441

JAMES M. SCHNEIDER, ESQ., FL BAR # 214338  
ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
200 EAST LAS OLAS BOULEVARD, SUITE 1900  
FORT LAUDERDALE, FLORIDA 33301  
PHONE NO.: (305) 763-1200

#95000007441

#### ARTICLE IV

##### CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, per value \$.001 per share.

#### ARTICLE V

##### TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE VI

##### REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Marcus Shiveley  
10824 Tea Olive Lane  
Boca Raton, Florida 33498

#### ARTICLE VII

##### BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

#### ARTICLE VIII

##### INITIAL DIRECTOR

The name and address of the initial Director of this Corporation are:

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Marcus Shiveley  
10824 Tea Olive Lane  
Boca Raton, Florida 33498

The person named as Initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

#### ARTICLE IX

#### INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Marcus Shiveley.

#### ARTICLE X

#### INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

#### ARTICLE XI

#### AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 25th day of July, 1995.

  
\_\_\_\_\_  
Marcus Shiveley, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

FINANCIAL & OPERATING CONSULTING SERVICES, INC. , a corporation existing under the laws of the State of Florida with its principal office and mailing address at 10824 Tea Olive Lane, Boca Raton, Florida 33498 has named Marcus Shiveley whose address is 10824 Tea Olive Lane, Boca Raton, Florida 33498 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
\_\_\_\_\_  
Marcus Shiveley

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