

P 95000061636

BRYAN L. MORLEY  
1943 Hartford Way  
Coral Springs, Florida 33071  
(305) 344-6131

August 1, 1995

100000012250.00  
08/01/95--01005--011  
\*\*\*122.50 \*\*\*122.50

Secretary of State  
Division of Corporations  
P O Box 6327  
Tallahassee, Florida 32314

Re: Bryan Management Consultants, Inc.

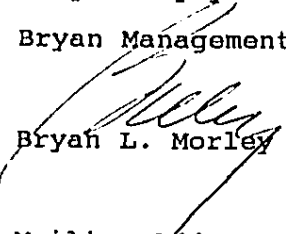
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Bryan Management Consultants, Inc.

  
Bryan L. Morley

Mailing Address of Corporation:

1943 Hartford Way  
Coral Springs, Florida 33071

Telephone:  
(305) 344-6131

cf 8/10/95

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

Certificate of Registered Agent  
of

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG -9 AM 8:57

BRYAN MANAGEMENT CONSULTANTS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

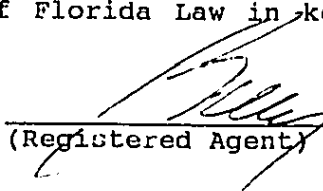
at 1943 Hartford Way  
Coral Springs, Florida 33071

has named Bryan L. Morley

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

  
(Registered Agent)

**ARTICLES OF INCORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLE I - NAME**

The name of this corporation is Bryan Management Consultants, Inc. 95 AUG -9 AM 8:57

**ARTICLE II - PRINCIPAL OFFICE**

The mailing address of this corporation shall be:

1943 Hartford Way  
Coral Springs, Florida 33071

**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 1000 shares of \$ 1.00 par value common stock which shall be designated as "Common Shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

1943 Hartford Way  
Coral Springs, Florida 33071

and the name of the initial registered agent of this corporation at that address is Bryan L. Morley.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have One (1) Director to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The names and address of the initial Director is:

Bryan L. Morley 1943 Hartford Way  
Coral Springs, Florida 33071

**ARTICLE VII - INCORPORATOR**

The name and address of the Incorporator signing these Articles is:

Bryan L. Morley    1943 Hartford Way  
Coral Springs, Florida 33071

**ARTICLE VIII - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE IX - INDEMNIFICATION**

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

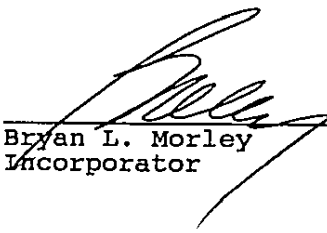
**ARTICLE X - AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: August 1, 1995

By

  
Bryan L. Morley  
Incorporator