

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222 9171
904 222 9171

800-342-8086



P9500064467

ACCOUNT NO. : 072100000032

REFERENCE : 665773 82150A

AUTHORIZATION :

Patricia Pyats

COST LIMIT : 9 122.5

ORDER DATE : August 21, 1995

ORDER TIME : 10:43 AM

ORDER NO. : 665773

CUSTOMER NO: 82150A

CUSTOMER: Mr. Liz O'Sullivan
XL CORPORATE SERVICES

62 White Street

New York, NY 10013

DOMESTIC FILING

NAME: INDEPENDENT CONSULTING, INC.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

RECEIVED
95 AUG 21 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN AUG 21 1995

**ARTICLES OF INCORPORATION
OF
INDEPENDENT CONSULTING, INC.**

FILED BY:

ANGELO MARIANI, ESQ.
111 BROADWAY, 14TH FL
NEW YORK, NY 10006

**ARTICLES OF INCORPORATION
OF
INDEPENDENT CONSULTING, INC.**

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **INDEPENDENT CONSULTING, INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 N.P.V. shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be **MARY DAWN CLARK, 5460 N. OCEAN DRIVE, STE. 913, RIVIERA BEACH, FL 33404** and the name of its initial registered agent at such address is **MARY DAWN CLARK**.
6. The number of directors constituting the initial board of directors is **ONE** and the name and address of each person who is to serve as a member thereof is as follows:

MARY DAWN CLARK, 5460 N. OCEAN DRIVE, STE. 913, RIVIERA BEACH, FL 33404
7. The name and address of the sole incorporator is: **LIZ O'SULLIVAN, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 08/03/95



LIZ O'SULLIVAN
Sole Incorporator

ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

FILED
95 AUG 21 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby accept appointment as Registered Agent of
INDEPENDENT CONSULTING, INC., the within named corporation

Dated: August 7, 1995


MARY DAWN CLARK