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INCORPORATORS FLU

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TO: DIVISION OF CORPORATIONS SERVICES

FROM: HELLER & BARNETT CORPORATE

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

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1133 S UNIVERSITY DR
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PLANTATION FL 33024-

CONTACT: BRIAN K BARNETT

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: HELLER & BARNETT BUSINESS PLANNING & CONSULTING CORP

FAX AUDIT NUMBER: H95000009693

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FLORIDA DEPARTMENT OF STATE

Sandra B. Northam
Secretary of State

September 1, 1995

HELLER & BARNETT CORPORATE

PLANTATION, FL

SUBJECT: HELLER & BARNETT BUSINESS PLANNING & CONSULTING CORP.
REF: W95000017660

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6975.

Jerri Weinmann
Document Examiner

FAX Aud. #: H95000009693
Letter Number: 495A00040811

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
**Heller & Barnett Business Planning &
Consulting Corp.,**
a Florida corporation

The undersigned, acting as incorporator of Heller & Barnett Business Planning & Consulting Corp., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Heller & Barnett Business Planning & Consulting Corp.

ARTICLE II. ADDRESS

The corporation's mailing address is:

1133 S University Dr. Suite 202
Plantation, Florida
33324

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective August 31st, 1995

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

Michael Heller,
1983 Water Ridge Drive,
Ft. Lauderdale Florida 33326
(305) 475 8484

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ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.001 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1983 Water Ridge Drive and the name of the corporation's initial registered agent at that address is Michael S. Heller.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name(s) of the initial director(s):

Name

Michael S. Heller
Brian K. Barnett

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Michael S. Heller
1983 Water Ridge Drive
Ft. Lauderdale, Florida 33326

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

Michael Heller,
1983 Water Ridge Drive,
Ft. Lauderdale Florida 33326
(305) 475 8484

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ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 31st day of August, 1995

Michael S. Heller:

By: 
Michael S. Heller

Michael Heller,
1983 Water Ridge Drive,
Ft Lauderdale Florida 33326
(305) 475 8484

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

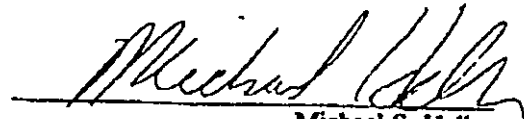
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Heller & Barentt Business Planning & Consulting Corp., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1983 Water Ridge Drive, has named Michael S. Heller, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Michael S. Heller



Michael S. Heller
Date: August 31, 1995

Michael Heller,
1983 Water Ridge Drive,
Ft Lauderdale Florida 33206
(305) 475 8484

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