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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RECEIVED
SEP 12 1995
FALLING TREE CIRCLE
ORLANDO, FL 32837

SUBJECT: ALLIED PROFESSIONAL CONSULTANTS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 70.00. You will note that the address of the registered agent and the corporation is the same. Call me at 407-240-0442 should you require additional information.

FROM:

MOHAMED M. ALAWI
2733 FALLING TREE CIRCLE
ORLANDO, FL 32837

FILED
SEP 12 1995
FALLING TREE CIRCLE
ORLANDO, FL 32837

SAB
9/12/95

ARTICLES OF INCORPORATION

FILED
05 SEP 27 1994

ALLIED PROFESSIONAL CONSULTANTS, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name and address of the corporation is:
ALLIED PROFESSIONAL CONSULTANTS, INC.

2733 FALLING TREE CIRCLE
ORLANDO, FL 32837

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME ALLIED PROFESSIONAL CONSULTANTS, INC.

ADDRESS 2733 FALLING TREE CIRCLE

CITY ORLANDO FLORIDA ZIP 32837

The name and street address of the Initial Registered Agent of this Corporation is provided below. The address of the registered agent is the same as the corporation:

NAME MOHAMED M. ALAWI

ADDRESS 2733 FALLING TREE CIRCLE

CITY ORLANDO FLORIDA ZIP 32837

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than ONE (1). The name(s) and address(s) of the initial director(s) of the corporation are as follows:

NAME MOHAMED M. ALAWI

ADDRESS 2733 FALLING TREE CIRCLE

CITY ORLANDO FLORIDA ZIP 32837

NAME RANDA A. HAMDY

ADDRESS 2733 FALLING TREE CIRCLE

CITY ORLANDO FLORIDA ZIP 32837

NAME

ADDRESS

CITY

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME MOHAMED M. ALAWI

ADDRESS 2733 FALLING TREE CIRCLE

CITY ORLANDO FLORIDA 32837

NAME

ADDRESS

CITY

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 21ST day of AUGUST, 1995.

 (SIGN)

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

ALLIED PROFESSIONAL CONSULTANTS, INC.

(name of corporation)

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 Corporation

at 2733 FALLING TREE CIRCLE

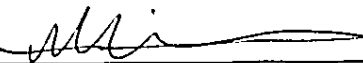
ORLANDO, FLORIDA 32837

has named MOHAMED M. ALAWI

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)

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FILED