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FLORIDA DIVISION OF CORPORATIONS

11:23 AM

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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATION COMPANY

DEPARTMENT OF STATE

STATE OF FLORIDA

400 EAST BAY STREET

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CONSULT, INC.

FAX AUDIT NUMBER: H96000000706

DATE REQUESTED: 01/16/1998

CERTIFIED COPIES: 1

NUMBER OF PAGES: 4

ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 11:22:58

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 072450003255

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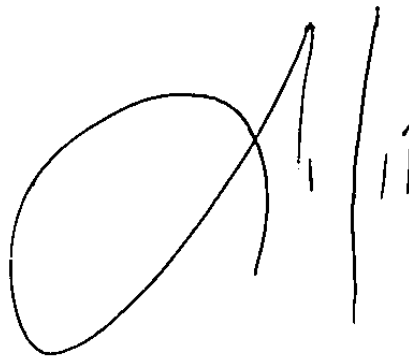
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TALLAHASSEE, FLORIDA



CHIEF OF BUREAU
GENERAL

ARTICLES OF INCORPORATION
OF
CONSULT, INC.

ARTICLE 1. CORPORATE NAME.

The name of this corporation is CONSULT, INC.

ARTICLE 2. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 1717 N. Bayshore Dr. # 2554 Miami, Florida 33132.

ARTICLE 3. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 \$1.00 par value common shares.

ARTICLE 4. INITIAL REGISTERED AGENT AND OFFICE.

The name of the initial registered agent and the address of the initial registered office is: John Curtis Roll 1717 N. Bayshore Dr. # 2554 Miami, Florida 33132.

ARTICLE 5. DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and addresses are as follows:

John Curtis Roll
1717 N. Bayshore Dr. # 2554
Miami, Florida 33132

ARTICLE 6. INCORPORATORS.

The name and street address of the incorporator of these articles of incorporation is:

John Curtis Roll
1717 N. Bayshore Dr. # 2554
Miami, Florida 33132

IRA B. PRICE, ESQ.
9130 S. DADELAND BLVD. #1705
MIAMI, FL 33156
(305) 670. 3030
FL. BAR NO. 216879

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ARTICLE 7. INDEMNIFICATION

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The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

The undersigned incorporator has executed these Articles of Incorporation this 11th day of January, 1995.


JOHN CURTIS BELL

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

January 11, 1995


JOHN CURTIS ROLL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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