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ADMITTED: FLORIDA
AND NEW YORK

FILED
96 APR 19 PM 12:37
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April 18, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-04/22/96--01005--017
****122.50 ****122.50

Re: LERMAN CONSULTING GROUP, INC.

Dear Sirs:

Enclosed please find original and one copy of the Articles of Incorporation of LERMAN CONSULTING GROUP, INC., along with my check for \$122.50 for the filing fee. Please file these articles and return certified copy to my office.

I thank you for your cooperation, and should you have any questions or comments, please feel free to contact me.

Very truly yours,


Edward S. Gross

ESG:mh
Enclosures

VIA FEDERAL EXPRESS

BROWN APR 22 1996

ARTICLES OF INCORPORATION
of
LERMAN CONSULTING GROUP, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATION NAME

The name of this Corporation is LERMAN CONSULTING GROUP, INC.

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (1) Par value shall be \$1.00 per share.
- (2) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter shall not disqualify him from voting thereon.
- (3) Except as otherwise provided by law, the entire voting power for the election of directors and all other

purposes shall be vested exclusively in the holders of the outstanding stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of this corporation is 21350 Millbrook Ct., Boca Raton, Fl. 33498, and the name of the initial registered agent of this corporation at that address is GREGORY D. LERMAN. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office. Principal and mailing address for the Corporation is 21350 Millbrook Ct., Boca Raton, Fl. 33498.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director, initially. The number of Directors may be increased from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial Director(s) of this corporation is GREGORY D. LERMAN, 21350 Millbrook Ct., Boca Raton, Fl. 33498.

ARTICLE VII

PRE EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which

he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

AMENDMENT

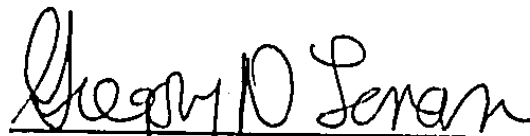
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is GREGORY D. LERMAN, 21350 Millbrook Ct., Boca Raton, Fl. 33498.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of April, 1996.


GREGORY D. LERMAN, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

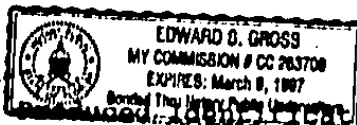
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GREGORY D. LERMAN, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18 day of April, 1996.

day of April, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Personally known / or Produced on April 19, 1996

Type of Identification Produced _____

Oath taken unless marked _____

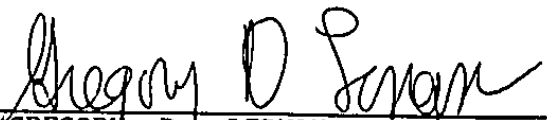
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66 APR 19 PM 12:38
CLERK OF DISTRICT COURT
STATE OF FLORIDA

CERTIFICATION

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

First, that LERMAN CONSULTING GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Boca Raton, County of Palm Beach, State of Florida, has named GREGORY D. LERMAN, at 21350 Millbrook Ct., Boca Raton, Fl. 33498, as its agent to accept process within this State.

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By 
GREGORY D. LERMAN, Registered

Agent