

P96000039149

MAYER CONSULTING GROUP, INC.
5030 CHAMPION BLVD. STE. 6-441
BOCA RATON, FLORIDA 33496

March 3, 1996

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

7000001818327
-05/01/96--01106--018
*****70.00 *****70.00

VIA REGULAR MAIL

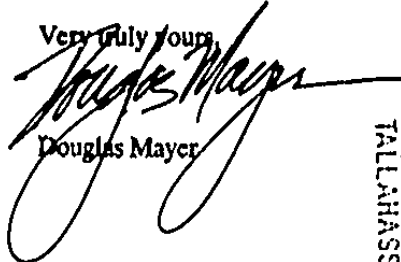
Re: MAYER CONSULTING GROUP, INC. /
ARTICLES OF INCORPORATION

Dear Sir or Madam:

Enclosed please find the original and two (2) copies of the Articles of Incorporation for filing with the Secretary of State with regard to the above referenced matter, as appropriate. Also enclosed is a check in the amount of \$70.00 payable to the Secretary of State representing the filing fee for this service.

Please forward an executed copy of the filed Articles of Incorporation to the above address in the envelope provided. Thank you for your assistance in this matter.

Very truly yours,


Douglas Mayer

RM/sb
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY - 1 PM 1:41

FILED

1 MAY = 7 1996.

P.S. - If there are any questions, please call me
at 404 667 9568. Thank you.

FILED
96 MAY -1 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

MAYER CONSULTING GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is **MAYER CONSULTING GROUP, INC.**

ARTICLE II - DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III - PURPOSE

The Corporation may engage in any activities or business permitted under the larva of the United States and the State of Florida

ARTICLE IV - CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be Ten Thousand (10,000) shares having a par value of One Dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of the Corporation will be **RICHARD MILLER, 5030 Champion Blvd., Ste. 6-441, Boca Raton, FL 33496**. The initial street address of the principal office of the Corporation will be 5030 Champion Blvd., Ste. 6-441, Boca Raton, FL 33496. The Board of Directors may, from time to time, move the principal office to any other address.

FILED
96 MAY -1 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation will have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the by-laws of the Corporation. The name and address of each person who is to serve as a member of the initial Board of Directors is :

DOUGLAS MAYER 5030 Champion Blvd.; Ste. 6-441;
Boca Raton, FL 33496

SUSAN MAYER 5030 Champion Blvd., Ste. 6-441;
Boca Raton, FL 33496

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Douglas Mayer, 5030 Champion Blvd., Ste. 6-441; FL 33496

ARTICLE VIII - AMENDMENTS

The Corporation reserves the right to amend or repeal any provision of these Articles of Incorporation, or any amendment(s) thereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 22 day of March, 1996.

MAYER CONSULTING GROUP INC.


By: Douglas Mayer

**STATE OF GEORGIA
COUNTY OF FULTON**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **DOUGLAS MAYER** known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.


Notary Public

My Commission Expires:

Notary Public, Fulton County, Georgia
My Commission Expires May 16, 1997.

FILED
96 MAY -1 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to Ch. 48.091 (1) and 607.0501, Florida Statutes, the following is submitted in compliance thereof:

That **MAYER CONSULTING GROUP, INC.**, desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Palm Beach, at 5030 Champion Blvd., Ste. 6-441 Boca Raton, FL 33496 has named **RICHARD MILLER**, located at that same address is its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the corporation in this State. I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays, and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.


By: Richard Miller