

P96000046239

SPIEGELMAN AND SPIEGELMAN
ATTORNEYS AT LAW

HIRSHAYNE BUILDING, SUITE 400
100 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

MAX SPIEGELMAN
ROBERT I. SPIEGELMAN

TELEPHONE (305) 371-2800
TELEFAX (305) 374-3600

May 21, 1996

SECRETARY OF STATE
Department of State
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

600001838766
-05/24/96--01059--013
****122.50 ****122.50

Re: Phil Clark Consulting, Inc.

Gentlemen:

Please find enclosed herewith an original and one (1) copy of the Articles of Incorporation and Certificate designating place of business and Registered Agent regarding the above-captioned corporation.

Also enclosed herewith, is our check in the amount of \$122.50, representing the charter fee in the amount of \$35.00; registered agent fee in the amount of \$35.00; and fee for a certified copy of the Articles in the amount of \$52.50.

Please provide us with a certified copy of the Articles of Incorporation.

Thank you for your prompt attention to this matter.

Very truly yours,

SPIEGELMAN AND SPIEGELMAN

Robert I. Spiegelman
ROBERT I. SPIEGELMAN, ESQ.

RIS/el
Enclosures (as noted)

FILED
56 MAY 24 PM 12:20
TALLAHASSEE, FLORIDA

D. BROWN MAY 31 1996

**ARTICLES OF INCORPORATION
OF**

PHIL CLARK CONSULTING, INC.

The undersigned subscriber, desiring to form a corporation hereby makes, signs and subscribes to these Articles of Incorporation, in order to form a corporation under the laws of the State of Florida.

I.

NAME: The name of the corporation is PHIL CLARK CONSULTING, INC.

II.

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is: To acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, to invest in, trade, deal in and with, consulting services, goods, wears, merchandise, real and personal property, and services, of every class, kind and description.

To make and enter into all contracts and do everything else necessary, suitable and proper for the accomplishment, furtherance or attainment of any one or all of the following objects and purposes, either directly or incidental thereto, either alone or in association with other corporations, firms or individuals, either as principal or as agent, and to do every and all acts and things incidental to the benefit and protection of the corporation, whether or not such business is similar to the objects and purposes above enumerated, and more particularly, but not by way of limitation, to engage in every aspect and phase of providing

FILED
36 MAY 24 PM 12:20
TREASURER'S OFFICE
FLORIDA

consultation and consulting services in connection with a court reporting program, including but not limited to review and monitor of current court reporting program, recommendations to implement cost control systems and development of effective administration of the program; review and make recommendations as to terms of standard agreements for court reporting services; provide recommendations for improved administration of standard agreement for court reporting services; provide assistance in development of an improved system for review invoices for court reporting services; provide any other consulting services as may be requested by the Court administrator or his designees; and to do any and all other things necessary and authorized by law to render such services as individuals under the laws of the State of Florida and other jurisdictions, when qualified.

To conduct business in, have one or more offices in, buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, agencies, patents, copyrights, trademarks, and licenses in the State of Florida and in other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state of government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, lease, build, construct, erect, and occupy and manage buildings of every kind and character whatsoever; or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation; and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation and to sell, convey, lease, mortgage, execute deeds of trust, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for

the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount; further, in general to do any and all acts that may be necessary, convenient and appurtenant to the above-mentioned objects.

The foregoing and following provisions shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these articles of specific powers and objects shall not be held to limit, restrict in any manner, the powers of this corporation; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either alone or in association with other corporations, firms, or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors, or otherwise.

III.

TERM OF EXISTENCE: This corporation is to exist perpetually.

IV.

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation is 1675 S. W. 11th Terrace, Miami, Florida 33135; and the name of the initial registered agent of this corporation is PHILLIP R. CLARK, whose address is 1675 S. W. 11th Terrace, Miami, Florida 33135.

The corporation may change its registered office or registered agent pursuant to the provisions of §607.0502, Florida Statutes.

V.

CORPORATE MANAGEMENT: The business of the corporation shall be managed by the stockholder of the corporation, rather than by a Board of Directors. That by reason of the election, the stockholder of this corporation shall be deemed Directors of this corporation. Any action of the stockholders may be taken without a meeting in accordance with the provisions of §607.0704, Florida Statutes. The stockholder of this corporation be, and he is hereby empowered and authorized to exercise corporate powers prescribed and designated to Board of Directors pursuant to §607.111, Florida Statutes, and that in addition to those powers enumerated under §607.0801; §607.08101 and §607.0830, Florida Statutes, the stockholders are empowered and authorized to do the following additional acts:

- a) Manage the business of the corporation;
- b) Declare and pay dividends or division of the profits of the corporation;
- c) Designate who shall be officers or directors or both

of the corporation;

d) Impose and establish restrictions on transfer of stock and the terms and conditions thereof;

e) Establish and determine voting requirements, including the requirements of unanimous voting of stockholders or directors;

f) Establish the terms and conditions of employment of stockholders by the corporation;

g) Provide for arbitration and terms and conditions of arbitration of issues as to which the stockholders are deadlocked in voting power, or as to which the directors are deadlocked and the stockholders are unable to break the deadlock; and

h) To embody the foregoing items a) through g) inclusive, in the By-Laws of the corporation or in a side agreement in writing in accordance with Chapter 607, Florida Statutes.

VI.

DIRECTORS: This corporation shall have a Board of Directors consisting of (1) Directors. The number of Directors may be increased or decreased from time to time by amendment to, or in the manner provided in these Articles of Incorporation or the By-Laws adopted by the stockholders. To the extent any authorization or power is extended to a Director pursuant to Chapter 607, Florida Statutes, said powers shall be exercised by the stockholders of this corporation. The name and address of the individuals serving as the initial Director is: Phillip R. Clark, 1675 S. W. 11th Terrace, Miami, Florida 33135.

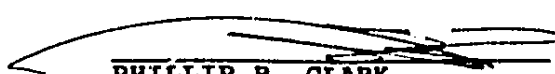
VII.

AUTHORIZED SHARES OF STOCK: The corporation is hereby authorized to issue Ten Thousand (10,000) shares of common stock having a par value of One (\$1.00) per share.

VIII.

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 20 day of May, 1996.


PHILLIP R. CLARK

(SEAL)

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, PHILLIP R. CLARK, who is personally known to me or have produced his driver's license number _____ or _____ as identification and who executed the foregoing, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at the City of Miami, County
of Dade and State of Florida this 20th day of May, 1996.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
Printed Name:



RICARDO DOMINGUEZ
My Commission 00401088
Expires Aug. 17, 1998
Issued by HAI
0-492-1888

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That **PHIL CLARK CONSULTING, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 1675 S.W. 11th Terrace, City of Miami, County of Dade and State of Florida 33135, has named **PHILLIP R. CLARK**, located at 1675 S.W. 11th Terrace, City of Miami, County of Dade and State of Florida 33135, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)
Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

PHILLIP R. CLARK
Registered Agent

FILED
5611724 PM 12:20
CLARK