

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666, Fax (904) 222-1666

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Profit

1.) SHP Consulting, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
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RECEIVED  
JUL 18 11:10:35  
DIVISION OF CORPORATIONS

FILED  
JUL 18 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**D. BROWN JUL 18 1996**

**ARTICLES OF INCORPORATION  
OF  
SHP CONSULTING, INC.**

**FILED**  
96 JUL 18 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation for profit under the provisions of Chapter 607 of the Florida Statutes.

**ARTICLE I**

The name of this corporation is SHP CONSULTING, INC.

**ARTICLE II**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida Business Corporation Act as presently in effect and as it may be amended from time to time in the future.

**ARTICLE III**

The aggregate number of shares which the corporation shall have the authority to issue shall be 10,000, \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

**ARTICLE IV**

The street address of the corporation shall be 7898 Palacio del mar Drive, Boca Raton, Florida 33433. The name of the corporation's initial registered agent is Roger M. Pomerance, P.A.

**ARTICLE V**

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and street address of the initial director of this corporation is:

ARTICLES OF INCORPORATION OF  
BHP CONSULTING, INC.

<u>Name</u>	<u>Address</u>
S. HARVEY PRICE	7898 Palacio del mar Drive Boca Raton, Florida 33433

The initial director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is S. HARVEY PRICE, 7898 Palacio del mar Drive, Boca Raton, Florida 33433

ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII


Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLES OF INCORPORATION OF  
SHP CONSULTING, INC.


Dated this 11 day of July, 1996.

  
S. HARVEY PRICE  
Incorporator

STATE OF FLORIDA       )  
                              ) ss.  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared S. HARVEY PRICE, personally known to me and the person described in and who executed the foregoing Articles of Incorporation of SHP CONSULTING, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 11 day of July, 1996.

  
Notary Public  
My Commission Expires:



ROGER M POMERANCE  
My Commission CC344299  
Expires Mar. 04, 1998  
Bonded by HAI  
800-422-1885

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

**FILED**  
96 JUL 18 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

That SHP CONSULTING, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named ROGER M. POMERANCE, P.A. as the person upon whom process may be served at the following address:

1900 Corporate Boulevard NW  
Suite 201A, East Building  
Boca Raton, Florida 33431

**ACKNOWLEDGMENT:**

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

ROGER M. POMERANCE, P.A.

By:   
Roger M. Pomerance, President