

996000062345
Manning BOOKKEEPING SERVICE, INC.

5490 Griffin Road, Davle, FL 33314
Dade: (305) 895-3466 • Broward (305) 792-5075 • FAX (305) 792-5062

INCOME TAX • CORPORATE RETURNS • PARTNERSHIP • SMALL BUSINESS

JULY 11, 1996

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****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Fla. 33314

Re: Articles of Incorporation
ACTIVE CONSULTANTS, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above captioned corporation.

Also enclosed please find our check in the amount of \$122.50 representing filing fees, registered agent fees and the return of one (1) certified copy of the Articles. A self-addressed stamped envelope has been provided for your convenience.

Thank you for your attention to this matter and with warmest regards I remain,

Sincerely,

Dorothy Murphy

DOROTHY MURPHY

FILED
95 JUL 23 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 7/25/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

96 JUL 23 PM 2:07

SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 18, 1996

DOROTHY MURPHY
5490 GRIFFIN RD
DAVIE, FL 33314

SUBJECT: ACTIVE CONSULTANTS, INC.
Ref. Number: W96000015038

We have received your document for ACTIVE CONSULTANTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 296A00034856

ARTICLES OF INCORPORATION
OF
ACTIVE CONSULTANTS, INC.

FILED
95 JUL 23 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be ACTIVE CONSULTANTS, INC.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - GENERAL PURPOSE

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United State of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

(I) The corporation shall have authority to issue ONE HUNDRED (100) shares of common stock, all of one class, with a par value of FIVE DOLLAR (\$5.00) per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE V - PRINCIPAL & REGISTERED OFFICE & AGENT

The address of the principal office and the initial registered office is 5490 GRIFFIN ROAD, DAVIE, FLORIDA 33314, and the name of its initial registered agent is JEAN MARIE MURPHY.

ARTICLE VI - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of ONE director, and shall have ONE director initially. The number of director may be increased from time to time by amendment of the Bylaws.

(II) The name and address of the person who is to serve as director until the first annual meeting of the shareholders or until their successor is elected and qualify are:

JEAN MARIE MURPHY
711 N.W. 105TH. TERRACE
PEMBROKE PINES, FLORIDA 33026

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is:

JEAN MARIE MURPHY
711 N.W. 105TH. TERRACE
PEMBROKE PINES, FLORIDA 33026

ARTICLE VIII - LIABILITY AND INDEMNIFICATION

(I) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to produce a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or

misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by seventy-five percent (75%) vote of disinterested directors, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of any undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in the section.

(II) The Corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorney's fees, actually and reasonably

incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

(III) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

(IV) In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

(V) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment, of the litigation or threatened litigation.

(VI) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 12 day of JULY, 1996.


JEAN MARIE MURPHY

STATE OF FLORIDA : SS
COUNTY OF BROWARD: SS

BEFORE ME the undersigned authority, personally appeared, JEAN MARIE MURPHY to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in the State and County last aforesaid, this 13 day of
JULY, 1996.

GRACE BOND
NOTARY PUBLIC—STATE OF FLORIDA
MY COMMISSION EXPIRES 10/21/96
COMMISSION NUMBER CC227481

Grace Bond
Notary Public
State of Florida at Large

My Commission Expires:
10/21/96

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

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST, THAT ACTIVE CONSULTANTS, INC. DESIRING TO ORGANIZE
UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL OFFICE,
AS INDICTED IN THE ARTICLES OF INCORPORATION, AT CITY OF DAVIE,
COUNTY OF BROWARD, STATE OF FLORIDA, HAS NAMED JEAN MARIE MURPHY,
AT 5490 GRIFFIN ROAD, CITY OF DAVIE, COUNTY OF BROWARD, STATE OF
FLORIDA, AT IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS
STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, WITH
THE PROVISIONS OF SAID ACT TO KEEPING OPEN SAID OFFICE.


RESIDENT AGENT

FILED
96 JUL 23 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA