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MANDEL, SIMOWITZ, WEISMAN, KIRSCHNER & DIAZ, P.A.

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August 23, 1996

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

EFFECTIVE DATE  
8-23-96

700001988157  
-08/27/96--01116--013  
\*\*\*\$122.50 \*\*\*\$122.50

RE: Articles of Incorporation of M.N. CONSULTING, INC.

Gentlemen:

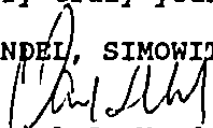
Enclosed please find the original and one copy for certification of Articles of Incorporation for the above referenced new Florida corporation to be formed. Also enclosed please find a check in the amount of \$122.50 made payable to the Secretary of State, said funds remitted as payment in full for the filing fee, certified copy fee, designation of resident agent fee, capital stock tax fees, etc.

Please file the Articles and return one certified copy thereof to the undersigned at your earliest convenience.

Thank you for your cooperation in this matter.

Very truly yours,

MANDEL, SIMOWITZ, WEISMAN, KIRSCHNER & DIAZ, P.A.

  
Daniel S. Mandel  
DSM/jr  
Encs.

FILED  
56 AUG 26 PM 2:35  
SECRET  
TALLAHASSEE  
STATE

8-28-96  
KR

EFFECTIVE DATE

8/23/76

**ARTICLES OF INCORPORATION  
OF  
M.N. CONSULTING, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of the corporation is **M.N. CONSULTING, INC.** and its principal place of business and mailing address is 122 Olympus Circle, Jupiter, Florida 33477.

**ARTICLE II - GENERAL PURPOSE**

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having a par value of One Dollar (\$1.00).

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is **122 Olympus Circle, Jupiter, Florida 33477** and the name of the initial registered agent at that address is **Michael Nebenzahl**.

**ARTICLE V - DIRECTORS**

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one nor more than nine.

**ARTICLE VI - INITIAL DIRECTORS**

The name and address of the initial director who shall hold office until their successor or successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL NEBENZAHL	122 Olympus Circle Jupiter, FL 33477

**ARTICLE VII - INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL NEBENZAHL	122 Olympus Circle Jupiter, FL 33477

**ARTICLE VIII - TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED**

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in anywise affected by the fact that such Director or Directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation;

**PROVIDED, HOWEVER,** that in any such case the fact of such interest shall be disclosed to the other Directors or Shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. **PROVIDED, also,** that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

**ARTICLE IX - INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his/her being or having been a Director or Officer of the corporation (said expenses to include attorney's fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or Director. Such right of indemnification shall be exclusive of any other rights to which a Director or Officer may be entitled under any regulations, agreements, vote of stockholders, or to which he/she may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or Officer.

**ARTICLE X - EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State.

**ARTICLE XI - 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 a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XII - CONSENT IN WRITING IN LIEU OF MEETING**

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a Shareholders' Meeting. If all of the Directors, severally, or collectively, likewise consent in writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, I, MICHAEL NEBENZAHL, the incorporator have executed these Articles of Incorporation this 23<sup>rd</sup> day of August, 1996.

  
MICHAEL NEBENZAHL

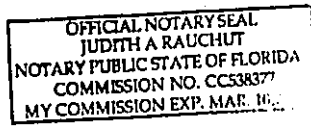
STATE OF FLORIDA     )  
                                  )  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL NEBENZAHL, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 23<sup>rd</sup> day of August, 1996.

  
NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING (OR CHANGING) 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 OF THE FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST that M.N. 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 the City of  
Jupiter, County of Palm Beach, and State of Florida, has named  
MICHAEL NEBENZAHL, 122 Olympus Circle, Jupiter, FL 33477 as its  
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,  
I HEREBY ACCEPT to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.

Dated:

8/23/96

By:

  
MICHAEL NEBENZAHL  
Registered Agent

FILED  
95 AUG 26 AM 2:35  
STATE