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LAW OFFICE
JORGE E. HERNANDEZ, P.A.

321 GRANELLO AVENUE
CORAL GABLES, FLORIDA 33146
OFFICE (305) 461-4561
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December 12, 1996

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

RE: ANDOVER CONSULTING, INC.

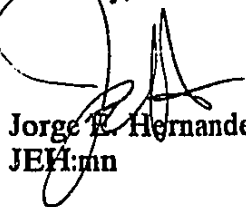
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Gentlemen:

Enclosed please find proposed Articles of Incorporation for ONE (1) new Florida Corporation, along with our check in the amount of One Hundred Twenty Three Dollars (\$123.00).

Please place these documents in line for processing and forward a certified copy of said Articles of Incorporation to the above address upon completion of processing. Thank you very much.

Sincerely,



Jorge E. Hernandez, Esq.
JEH:mn

Enclosures

FILED
96 DEC 19 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 17 AM 10:53
DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 19 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. **NAME.** The name of the Corporation is:
ANDOVER CONSULTING, INC.
2. **DURATION.** The period of its duration is perpetual.
3. **PURPOSE.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **CAPITAL STOCK.** The corporation is authorized to issue TEN THOUSAND (10,000) shares of common stock, all of one class, at **NO** Par Value.
5. **PRINCIPAL OFFICE.** The address of the principal office of the corporation is as follows:

311 Granello Avenue
Coral Gables, Florida 33146
6. **INITIAL REGISTERED AGENT.** The name and address of the initial registered agent of the corporation is as follows:

Jorge E. Hernandez, Esq.
311 Granello Avenue
Coral Gables, FL 33146
7. **INITIAL BOARD OF DIRECTORS.** The corporation shall have ONE (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1) director.

The name and address of the initial directors of the corporation is:

Jorge E. Hernandez, Esq.

311 Granello Avenue
Coral Gables, FL 33146
8. **AMENDMENT OF ARTICLES.** The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

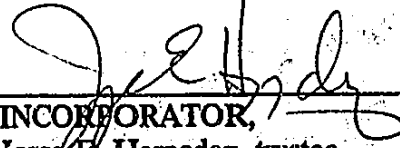
amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. **INDEMNIFICATION**. To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.
10. **INCORPORATOR**. The name and address of the incorporator is:

Jorge E. Hernandez

311 Granello Avenue
Coral Gables, Florida 33146

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of December, 1996.



INCORPORATOR,
Jorge E. Hernandez, trustee

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, Jorge E. Hernandez, Esq., who has produced Personally Known identification and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me, that he executed the same for the purposes therein expressed.

IN WITNESS HEREOF, I have hereunto set my hand and seal this 10th day of December, 1996.

MY COMMISSION EXPIRES:



NOTARY PUBLIC, State of Florida



Mariza Mendoza
My Commission CC572577
Expires Jul. 28, 2000



Mariza Mendoza
My Commission CC572577
Expires Jul. 28, 2000

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of Chapter 607.325 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that, ANDOVER CONSULTING, INC. the undersigned corporation organized to do business under the laws of this State, has appointed JORGE E. HERNANDEZ, ESQUIRE, as its agent to accept service of process within this State at the following address:

JORGE E. HERNANDEZ, Esquire
311 Granello Avenue
Coral Gables, Florida 33146

Having been named to accept service of process for the above stated corporation, we hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____

Jorge E. Hernandez, Esquire

Date: _____

12-10-96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA