

P96000104331

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: REED CONSULTING INTERNATIONAL, INC.

AUDIT NUMBER.....H96000018158

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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**ARTICLES OF INCORPORATION
OF
REED CONSULTING INTERNATIONAL, INC.**

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The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is Reed Consulting International, Inc. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 6505 Blue Lagoon Drive, Suite 130, Miami, Florida 33126.
- THIRD:** The Corporation is authorized to issue 100,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 6505 Blue Lagoon Drive, Suite 130, Miami, Florida 33126 and the registered agent at that address is: Tennyson Reed.
- FIFTH:** The name and address of the incorporator of the Corporation is: Kathleen L. Deutsch, Broad and Cassel, 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

Tennyson Reed
6505 Blue Lagoon Drive
Suite 130
Miami, Florida 33126

- EIGHTH:** The Corporation shall indemnify its officers and directors to the fullest extent permitted by Florida law.

Kathleen L. Deutsch
Florida Bar No. 0571891
Broad and Cassel
201 S. Biscayne Boulevard, Suite 3000
Miami, Florida 33131
305-373-9400

CORPORATE KIT 12/12/96
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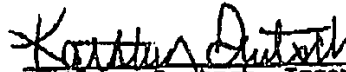
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NINTH: The corporate existence of the Corporation shall commence on January 2, 1997 and the Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of December, 1996


Kathleen Deutsch, Incorporator

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Tennyson Radd

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