

P97000004389

8524 Summerville Place
Orlando, Florida 32819

December 30, 1996

Florida Division of Corporation
P O Box 6327
Tallahassee, Fl. 32314

Dear Sirs,

Re: RDN Consulting Group Inc.

Enclosed are an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your office and return to me a certified copy.

I am enclosing check in the amount of \$122.50 to cover the cost of filing fee, Certificate Designating Registered Agent, and certified copy.

Sincerely,


Roderick Nurse

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DIVISION OF
CORPORATIONS

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ARTICLES OF INCORPORATION
OF
RDN CONSULTING GROUP INC.

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is RDN Consulting Group Inc.

ARTICLE II

TERMS OF EXISTENCE

This corporation shall commence as of the date of filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

This corporation may engage in any lawful act or activity for which authorized corporations may be organized under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, having a par value of \$1.00 per share. Each of the said shares shall entitle the stockholder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

ARTICLE V

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this corporation shall be Roderick D. Nurse. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent is 8524 Summerville Place, Orlando, Florida 32819. The Board of Directors from time to time may move the registered office to any other address in the State of Florida. The principal address of the office is 8524 Summerville Place, Orlando, Florida 32819.

ARTICLE VI

BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of Directors shall be decided by resolution of the stockholders.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The name and street address of the members of the initial Board of Directors for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the stockholders or until their successors are elected and qualified, or until their resignation, removal from office or death are:

Names	Address
Roderick D. Nurse	8524 Summerville Place, Orlando, Fl. 32819.

ARTICLE VIII

INCORPORATION

The name and street address of the incorporator is:
Roderick D. Nurse 8524 Summerville Place,
Orlando, Fl. 32819.

ARTICLE IX

BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors or stockholders.

3.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

PRE-EMPTIVE RIGHTS

Every stockholder, upon sale of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price which is offered to others.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each Director of the time and place of the meeting and the purpose thereof. Any amendment of these Articles of Incorporation so made must be approved by a majority vote of the stockholders of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 3rd day of January, 1997.

Roderick Nurse.....

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared Roderick D. Nurse, to me well known and known to me to be individual described in and who executed the foregoing, and he swore to and acknowledged before me that he executed the same for the purpose therein expressed.

Witness my hand and official seal in the County and State above this 3rd day of January, 1997.

B. M. Harris
Notary Public
My Commission Expires:

B. M. HARRIS
COMMISSION #00383951
EXPIRES JUN 16, 1998
SIGNED HERE
FLO. NOT. PUBLIC

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

RDN Consulting Group Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Altamonte Springs, State of Florida, has named Roderick D. Nurse, located at 8524 Summerville Place, Orlando, Florida 32819, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Roderick D. Nurse
Registered Agent

Date 1/3/97

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared Roderick D. Nurse, to me well known and known to me to be the individual described in and who executed the foregoing, and he swore to and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State above this 3rd day of January 1997.

B. M. Morris
Notary Public

My Commission Expires:

B. M. MORRIS
NOTARY PUBLIC
COMMISSION NO. 20061
EXPIRES 12/31/98
STATE OF FLORIDA