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LAW OFFICES
BOONE, BOONE & BOONE, P.A.
P. O. BOX 1596
VENICE, FLORIDA 34284

ESTABLISHED 1956

STREET ADDRESS:
1001 AVENIDA DEL CIRCO 34285
TELEPHONE (941) 488-6716
FAX (941) 488-7079

E. G. (DAN) BOONE
JEFFERY A. BOONE
STEPHEN K. BOONE
CHARLES D. HINES
JOHN S. KODA

January 24, 1997

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

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-02/11/97--01120--021
****122.50 ****122.50

Re: The Delphi Management Solutions Group, Inc.

Dear Sir or Madam:

Enclosed are original and one copy of Articles of Incorporation for the above corporation, together with our check in the amount of \$122.50 covering:

Filing fee	\$ 52.50
Certified copy	35.00
Resident Agt. Designation	<u>35.00</u>
	\$ 122.50

FILED OF STATE
SECRETARY OF CORPORATIONS
97 JAN 28 AM 10:20

Please file the original, certify the enclosed copy and return it to us.

Thank you.

Very truly yours,

Stephen K. Boone

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SP 1/28/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN 28 AM 10: 20

ARTICLES OF INCORPORATION
OF
THE DELPHI MANAGEMENT SOLUTIONS GROUP, INC.

ARTICLE I.
CORPORATE NAME

The name of this corporation is:

The Delphi Management Solutions Group, Inc.

ARTICLE II.
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in the business of providing management consulting services, and to engage in all business permitted under the laws of the State of Florida.

ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be in money, property or services. The board of directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE IV.
BEGINNING DATE AND TERM OF EXISTENCE

The beginning date of this corporation shall be the date incorporated by the State of Florida, and it shall exist perpetually.

ARTICLE V.
ADDRESS

The initial mailing address of the principal office of this corporation is: 4858 Sweetmeadow Circle, Sarasota, Florida 34238.

The directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI.
DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by Bylaws adopted by the Board of Directors.

ARTICLE VII.
INITIAL DIRECTORS AND OFFICERS

The names and post office address of the members of the first Board of Directors and first Officers are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Sebastian S. Cubito	4858 Sweetmeadow Circle Sarasota, Florida 34238	Executive Vice Pres. & Secretary
Rafael L. Viton	2107 Tocobaga Lane Nokomis, Florida 34275-5314	Executive Vice Pres. & Treasurer

ARTICLE VIII.
SUBSCRIBERS

The names and addresses of all the subscribers to the stock of this corporation, together with the number of shares of stock each agrees to take, are:

<u>Name</u>	<u>Address</u>	<u># Of Shares</u>
Sebastian S. Cubito	4858 Sweetmeadow Circle Sarasota, Florida 34238	100
Rafael L. Viton	2107 Tocobaga Lane Nokomis, Florida 34275-5324	100

ARTICLE IX.
REGISTERED AGENT

The initial registered agent and the address of his office is:

Stephen K. Boone, Esquire
1001 Avenida del Circo
Venice, Florida 34285

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 24th day of January, 1997.

Rafael L. Viton
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 28 AM 10:20

ACCEPTANCE OF REGISTERED AGENT

The undersigned, who has been designated registered agent and to accept service of process for the above corporation, affirms that my name is STEPHEN K. BOONE, and the address for the registered office of the corporation is 1001 Avenida del Circo, Venice, Florida 34285. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Stephen K. Boone, Registered Agent

STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that the foregoing Articles of Incorporation were acknowledged before me this 24th day of January, 1997, by RAFAEL L. VITON, the Incorporator, who is ~~personally known to me~~ or who produced _____ as identification.

yes

NOTARY PUBLIC

Sign _____
Print _____

(SEAL)
My Commission Expires: 4/25/2000

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LOUISE A. LITTLE
NOTARY PUBLIC
COMMISSION # CC 540362
EXPIRES APR 25, 2000
BONDED THRU
ATLANTIC BONDING CO., INC