

**DUBROW  
DUKER &**  
ASSOCIATES, P.A.

January 15, 1997

ACCOUNTANTS & FINANCIAL PLANNERS

2840 University Drive • Coral Springs, Florida 33065  
Telephone (954) 345-0323 • Facsimile (954) 341-9766

Secretary of State  
Division of Corporations  
P.O. Box 137  
Tallahassee, Florida 32304

RE: NextPhase Consulting, Inc.

400002066474--U  
-01/23/97--01082--019  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find the original and one copy of Articles of  
Incorporation, together with my check in the amount of \$122.50.

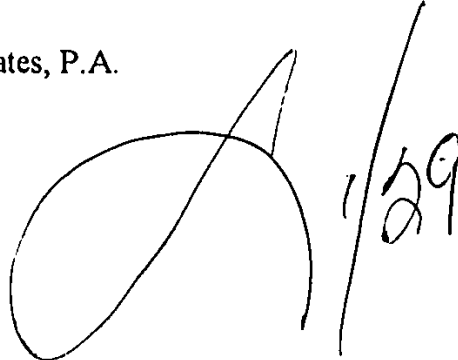
This represents the cost of the Filing Fees, Certified Copy of Articles of  
Incorporation and Fee for Registered Agent Designation for the above  
named corporation.

Very truly yours,



Steven D. Duker  
Dubrow Duker & Associates, P.A.

FILED  
97 JAN 23 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION  
of

NextPhase Consulting, Inc.

97 JAN 23 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

**NextPhase Consulting, Inc.**

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in activities or business permitted under the laws of the United States and the State of Florida. The Purpose of the company is to engage in consulting.

#### ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1000) of One Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

**NextPhase Consulting, Inc.  
7222 Panache Way  
Boca Raton, Florida 33433**

The name and street address of the Initial Registered Agent of this Corporation is:

**Dubrow Duker & Associates, P.A.  
2840 University Drive  
Coral Springs, Florida 33065**

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and address of the initial director(s) of the corporation is/are as follows:

**Gerald Wells  
7222 Panache Way  
Boca Raton, Florida 33433**

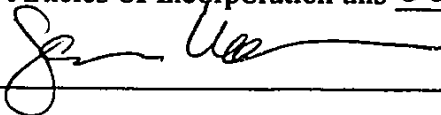
**Arlene Wells  
7222 Panache Way  
Boca Raton, FL 33433**

## ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

**Gerald Wells**  
**7222 Panache Way**  
**Boca Raton, Florida 33433**

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 20 day of January, 1997.

  
\_\_\_\_\_(Seal)

CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT

*Certificate of Registered Agent  
of*

**NextPhase Consultants, Inc.**

Pursuant to Florida Statutes 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

2840 University Drive  
Coral Springs, Florida 33065

has named Dubrow Duker & Associates, P.A., located at the aforesaid address, as its Registered Agent to accept service of process within the state.

FILED  
97 JUN 23 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ACKNOWLEDGMENT

Having been named as registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

  
Steven D. Duker  
Dubrow Duker & Associates, P.A.