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FLORIDA DIVISION OF CORPORATIONS

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FROM: COONEY, WARD, LESHER & DAMON, P.A.
072262000447

ACCT#:

CONTACT: STEVEN E KELLY
PHONE: (407) 689-8111
(407) 689-9303

FAX #:

NAME: BASEHART CONSULTING, INC.

AUDIT NUMBER.....H97000002094

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
OF
BASEHART CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is: BASEHART CONSULTING, INC.

ARTICLE II - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful act or activities for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - MAILING ADDRESS OF CORPORATION

The mailing address and principal place of business of this Corporation is: 1532 Old Okeechobee Road, Suite 101, West Palm Beach, Florida 33409.

PREPARED BY:

Philip H. Ward, III
Florida Bar No.: 313998
Cooney, Ward, Lashar & Damon, P.A.
1555 Palm Beach Lakes Blvd., #1000
West Palm Beach, FL 33401
(561) 689-8111/F: 689-9303

H97000002094

ARTICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 50,000 shares of common voting stock.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article VI pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Corporation's initial registered office in Florida is 1532 Old Okeechobee Road, Suite 101, West Palm

H97000002094

Beach, Florida 33409, and the name of its initial registered agent at that address is ROBERT E. BASEHART.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert E. Basehart	1532 Old Okeechobee Road, Suite 101 West Palm Beach, Florida 33409

DATED this 4th day of February, 1997.

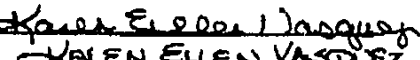

ROBERT E. BASEHART, Incorporator
and Registered Agent

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared ROBERT E. BASEHART, to me known to be the person described in and who executed the foregoing instrument 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 last aforesaid this 4th day of February, 1997.

Notary Public

Sign: 
Print: KAREN ELLEN VASQUEZ
State of Florida at Large
My Commission Expires:



KAREN ELLEN VASQUEZ
MY COMMISSION # 0037850 EXPIRES
May 19, 1998
BONDED THROUGH TRISTY FIDELITY INSURANCE, INC.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for BASEHART CONSULTING, INC., at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section 607.0505 Florida Statutes.

Date: February 4, 1997.

By:


ROBERT E. BASEHART

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