

FEB-17-97 18:00

FROM DESANTIS GASKILL SMITH

ID 551 822 2841

PAGE 1/4

P97000015340

2/17/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

5:49 PM

((H97000002812 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: DESANTIS, GASKILL ~~SMITH~~ ^{SMITH & SHENKMAN} HUNSTON, P.A.

ACCT#: 073447002234

CONTACT: ~~MIRKE~~ ^{MIRKE} ~~HARKO~~ ^{HARKO} ~~CURTIS~~ ^{CURTIS} SHENKMAN

PHONE: (407)622-2700

FAX #: (407)622-2841

SG1

SG1

NAME: FEINBERG CONSULTING, INC.

AUDIT NUMBER.....H97000002812

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

ALT-F10 HELP * ANSI-BBS * FDX * 2400 E71 * LOG CLOSED * PRT OFF * CR * CR

RECEIVED

97 FEB 18 AM 7:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 FEB 18 AM 10:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 2/18/97

FILED

Fax Audit No. H97000002812

97 FEB 18 AM 10:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATION
OF
FEINBERG CONSULTING, INC.ARTICLE I. NAME

The name of this corporation shall be FEINBERG CONSULTING, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the FLORIDA DEPARTMENT OF STATE. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

A. All corporate powers shall be exercised by or under the

DeSantis, Gaskill, Smith & Shankman, P.A.
11891 US Highway One
North Palm Beach, FL 33408
Curtis L. Shankman, Esquire/FL Bar No. 0438911
561-622-2700

Fax Audit No. H97000002812

Fax Audit No. H97000002812

authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board Of Directors, except as otherwise herein provided or reserved to the holders of common stock.

- B. 1. As indicated above, the number of members of the Board Of Directors may be increased from time to time, as provided in this corporation's bylaws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board Of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing addresses of the person who shall serve as director of the corporation until the first annual meeting of the shareholders are as follows:

Stanley Feinberg
318 Timberwood Ct.
Palm Beach Gardens, FL 33418

ARTICLE VII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of not less than a majority of directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office, the address of this corporation's initial registered office, and the

DeSantis, Gaskill, Smith & Shankman, P.A.
11891 US Highway One
North Palm Beach, FL 33408
Curtis L. Shankman, Esquire/FL Bar No. 0438911
561-622-2700

Fax Audit No. H97000002812

Fax Audit No. H97000002812

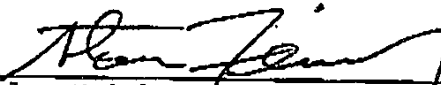
name of the individual who shall serve as this corporation's initial registered agent at that address is: Stanley Feinberg, 318 Timberwood Ct., Palm Beach Gardens, FL 33418.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Stanley Feinberg, 318 Timberwood Ct., Palm Beach Gardens, FL 33418.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.


Stanley Feinberg - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of FEINBERG CONSULTING, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the Corporation.


Stanley Feinberg - Registered Agent

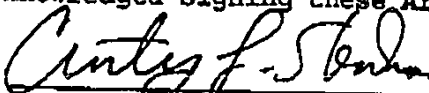
State Of FLORIDA
County Of PALM BEACH COUNTY

On February 13, 1997, Stanley Feinberg, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation.



CURTIS L. SHERKMAN
My Commission C0549153
Expires Feb. 12, 1999
Bonded by HAU
800-422-1985

[NOTARY SEAL]


Notary Public

DeSantis, Gaskill, Smith & Sherkman, P.A.
11891 US Highway One
North Palm Beach, FL 33408
Curtis L. Sherkman, Esquire/FL Bar No. 0438911
407-622-2700

Fax Audit No. H97000002812

FILED
97 FEB 18 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA