

P97000024511



ACCOUNT NO. : 072100000032

REFERENCE : 287323 9534A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ ~~100~~ 70.00

ORDER DATE : March 10, 1997

ORDER TIME : 11:36 AM

ORDER NO. : 287323-005

EFFECTIVE DATE

3/17/97

CUSTOMER NO: 9534A

000002108310-13

CUSTOMER: Robert Arlen, Esq
ROBERT M. ARLEN, P.A.

Suite 200
1501 Corporate Drive
Boynton Beach, FL 33435

DOMESTIC FILING

NAME: THOMPSON BUSINESS
CONSULTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

W97-5596

K.R. MAR 11 1997

K.R. MAR 19 1997

FILED
97 MAR 10 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 10 PM 2:09
FILED



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RESUBMIT

Please give original
submission date as file date.

DOMESTIC FILING

NAME: THOMPSON BUSINESS
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EFFECTIVE DATE:

109700005596

XX ARTICLES OF INCORPORATION
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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: VICKI PEREZ

EXAMINER'S INITIALS:

FILED
97 MAR 10 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 MAR 18 PM 4:06
DIVISION OF CORPORATION

EFFECTIVE DATE
3-17-97

**ARTICLES OF INCORPORATION
OF
THOMPSON BUSINESS CONSULTING, INC.**

FILED
97 MAR 10 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be **THOMPSON BUSINESS CONSULTING, INC.**

**ARTICLE II
COMMENCEMENT-DURATION**

Corporate existence shall commence March 17, 1997. The duration of **THOMPSON BUSINESS CONSULTING, INC.** shall be perpetual.

**ARTICLE III
PURPOSE**

The general purposes for which **THOMPSON BUSINESS CONSULTING, INC.** is organized are:

- A. Sales and consulting.
- B. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of **THOMPSON BUSINESS CONSULTING, INC.** be advantageously carried on in connection with, or ancillary to, the foregoing business.
- C. To do such other things as are incidental to the foregoing of necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which **THOMPSON BUSINESS CONSULTING, INC.** is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

**ARTICLE V
CORPORATE OFFICES AND AGENT**

Principal Office:

The initial principal office of the Corporation is 2694 D. North Albatross Road, Delray Beach, FL 33444.

Initial Registered Office and Agent:

The street address of the initial registered office of the Corporation is 2694 D. North Albatross Road, Delray Beach, FL 33444 and the name of it's initial registered agent at such address is Michael D Thompson.

**ARTICLE VI
OFFICERS AND DIRECTORS**

The number of Directors of THOMPSON BUSINESS CONSULTING, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of THOMPSON BUSINESS CONSULTING, INC. is two (2). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial officers of THOMPSON BUSINESS CONSULTING, INC. are as follows;

OFFICER	Director/President
NAME	MICHAEL D. THOMPSON
ADDRESS	2694 D. NORTH ALBATROSS ROAD
CITY AND STATE AND ZIP	DELRAY BEACH, FL 33444
OFFICER	Director/Secretary/Treasurer
NAME	MATTHEW D. THOMPSON
ADDRESS	7101 DRYDEN COURT
CITY AND STATE AND ZIP	BOYNTON BEACH, FL 33462

**ARTICLE VII
INCORPORATOR**

The Incorporator of THOMPSON BUSINESS CONSULTING, INC. is Michael D. Thompson whose address is 2694 D. North Albatross Road, Delray Beach, FL 33444.

ARTICLE VIII CUMULATIVE VOTING

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him/her, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal or distributes them on the same principle among as many candidates as he/she shall think fit.

ARTICLE IX PREEMPTIVE RIGHTS

Each shareholder of **THOMPSON BUSINESS CONSULTING, INC.** shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of **THOMPSON BUSINESS CONSULTING, INC.** convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

ARTICLE X CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of **THOMPSON BUSINESS CONSULTING, INC.** shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of **THOMPSON BUSINESS CONSULTING, INC.** with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of **THOMPSON BUSINESS CONSULTING, INC.** or to voluntarily dissolve, liquidate or wind up its affairs.

ARTICLE XI SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of **THOMPSON BUSINESS CONSULTING, INC.** and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of **THOMPSON BUSINESS CONSULTING, INC.**. The subject matter of said agreement(s) may include, but shall not be limited to the following:

- A. The voting of shares of **THOMPSON BUSINESS CONSULTING, INC.** and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.

B. The limitation of the business affairs of THOMPSON BUSINESS CONSULTING, INC. or its purposes and powers to specified activities or enterprises.

C. The management of the business affairs of THOMPSON BUSINESS CONSULTING, INC. and the division of the profits of the Corporation.

D. Restrictions on the transfer of shares of stock in THOMPSON BUSINESS CONSULTING, INC..

E. The right and power of THOMPSON BUSINESS CONSULTING, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.

F. The establishment of procedures by which changes in corporate form shall be effected.

G. Any matter which may be described in Florida Statutes Section 607.0732.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. **THOMPSON BUSINESS CONSULTING, INC.** is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this 6th day of March, 1997


MICHAEL D. THOMPSON/Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6th day of March, 1997, by Michael D. Thompson, who is personally known to me or who has produced is personal known as identification and who did not take an oath.



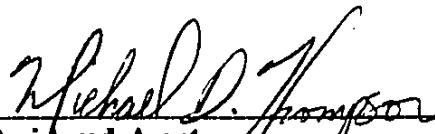

/s/ Carole L. Nelson

Notary Public
State of Florida at Large

Seal and commission
expiration stamp:

ACCEPTANCE OF REGISTERED AGENT

I, Michael D. Thompson, having been appointed Registered Agent of **THOMPSON BUSINESS CONSULTING, INC.**, do hereby agree to act in this capacity and to comply with the provisions of all statutes pertaining to the proper and complete performance of my duties executed this 6th day of March, 1997.


Registered Agent

FILED
97 MAR 10 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA