

P97000034797  
March 27, 1997

Secretary of State  
Division of Corporation  
POB 6327  
Tallahassee, FL 32314

RE: New Incorporation

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation of Ashley Consulting Corporation and a check for \$122.50. Please forward the corporate charter, when issued, to:

Ashley Consulting Corporation  
221 Lora St.  
Neptune Beach, FL 32266

800002128418--9  
-03/31/97--01066--011  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE  
4-15-97

APR 12 1997 BSB

FILED  
97 APR 17 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5051625  
W97-7583



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 2, 1997

JEFFREY GUY  
221 LORA STREET  
NEPTUNE BEACH, FL 32266

SUBJECT: ASHLEY CONSULTING  
Ref. Number: W97000007583

We have received your document for ASHLEY CONSULTING and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 097A00016501

ARTICLES OF INCORPORATION  
OF  
ASHLEY MANAGEMENT CONSULTING, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers of these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

EFFECTIVE DATE

4-15-97

ARTICLE I. NAME

The name of this corporation is: Ashley Management Consulting, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: to provide reimbursement consulting and accounting services.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida or any other state and of the United States.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is: 100 shares, par value \$1.00, designated as common shares.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is: \$100.00

ARTICLE V. TERM

This corporation shall have perpetual existence, commencing April 15, 1997.

ARTICLE VI. ADDRESS

The post office address of the principal office of this corporation in the the State of Florida is:

221 Lora Street  
Neptune Beach, FL 32266

The Board of Directors may from time to time move the office to any other place in Florida.

#### ARTICLE VII. DIRECTORS

The corporation shall have three directors 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. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

#### ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the initial Board of Directors of this corporation are:

Jeffrey Guy ss# 223-78-2403  
221 Lora St.  
Neptune Beach, FL 32266

#### ARTICLE IX. INCORPORATOR

The names and post office addresses of the subscribers of these articles of incorporation are:

Jeffrey D. Guy  
221 Lora St.  
Neptune Beach, FL 32266

#### ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or incumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any

director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiently of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation of association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such contract or transaction by vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

#### ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any director, officer or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interest of this corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

#### ARTICLE XII. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 221 Lora St., Neptune Beach, FL 32266, and the name of the initial registered agent of this corporation is Jeffrey Guy. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE XII. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this March 27 day of 19 97.

(SEAL)



RHODA DYJAK  
COMMISSION # CC 572052  
EXPIRES JUL 25, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

A handwritten signature of Rhoda Dyjak, written in dark ink over a horizontal line.

STATE OF FLORIDA)

)SS

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared known to me to be the person(s) described as Subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this day of March 27<sup>th</sup>, 1997.

A handwritten signature of Rhoda Dyjak, written in dark ink over a horizontal line.

Notary Public, State of Florida

My commission expires: July

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND  
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Sections 48.091 and 607.034, Florida Statutes, Ashley Consulting<sup>Inc.</sup>, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, being located at 221 Lora St., Neptune Bch., FL 32266, has designated Jeffrey Guy as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 221 Lora St., Neptune Beach, FL 32266.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Ashley Consulting Corporation, a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 221 Lora St., Neptune Beach, FL 32233.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Neptune Beach, Duval County, Florida, on this 27th day of March, 1997.

  
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Jeffrey D. Guy  
Registered Agent

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA