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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: CONSULTING & COUNSELING ASSOCIATES, INC.

AUDIT NUMBER.....H97000006318

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

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 18, 1997

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: CONSULTING & COUNSELING ASSOCIATES, INC.
REF: W97000009024

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Agnes Lunt
Corporate Specialist

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ARTICLES OF INCORPORATION

EFFECTIVE DATE

4-17-97

Article I. Name

The name of this Florida corporation is:
Consulting & Counseling Associates, Inc.

Article II. Address

The mailing address of the Corporation is:
Consulting & Counseling Associates, Inc.
2727 S.Ocean Boulevard, Suite 1205
Highland Beach FL 33487

Article III. Capital Stock

The Corporation shall have the authority to issue 1,500 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Robert Janson
2727 S. Ocean Boulevard, Suite 1205
Highland Beach FL 33487

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

American Incorporators, Ltd.
1220 North Market Street, Suite 606
Wilmington, DE 19801
302-421-5752

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each member of the Corporation's Board of Directors is:

Robert Janson
Patricia Janson

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective April 17, 1997

The authorized representative of the incorporator executed these Articles of Incorporation on April 17, 1997

Corporate Creations International Inc.

By: 

Brian R. Fons Vice President

American Incorporators, Ltd.
1220 North Market Street, Suite 606
Wilmington, DE 19801
302-421-5752

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Consulting & Counseling Associates, Inc.

REGISTERED AGENT/OFFICE:

Robert Janson
2727 S. Ocean Boulevard, Suite 1205
Highland Beach FL 33487

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Robert Janson



Date: April 17, 1997

American Incorporators, Ltd.
1220 North Market Street, Suite 500
Wilmington, DE 19801
302-421-5752

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