

D97000045938
ROGERS, MORRIS & ZIEGLER
ATTORNEYS AT LAW

DWIGHT L. ROGERS (1886-1954)
JOHN E. MORRIS (1886-1955)
JOHN E. MORRIS, JR. (1920-1985)
DWIGHT L. ROGERS, JR.
ROBERT E. ZIEGLER
J. PATRICK DYAL
ROMNEY C. ROGERS
RUSSELL A. WHITE
DANA ZIEGLER HOLDING
MARK F. BOOTH

300 VICTORIA PARK CENTRE
1401 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (954) 462-1431
TELECOPIER (954) 763-2692

May 20, 1997

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

800002186768--6
-05/21/97--01075--012
***122.50 ***122.50

Re: Incorporation of SCM Consultants, Inc.

Gentlemen:

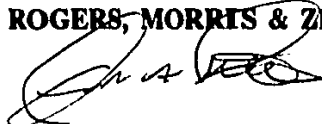
Please find enclosed for filing an original and one copy of the Articles of Incorporation of SCM Consultants, Inc. Also enclosed is a check payable to Florida Secretary of State in the amount of \$122.50 representing \$70 for the filing fee and \$52.50 for a certified copy of the Articles.

Please return the certified copy of the Articles to the undersigned when filed.

Thank you for your prompt attention to this matter.

Very truly yours,

ROGERS, MORRIS & ZIEGLER



Russell A. White

RAW:mt
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 21 AM 9:23

**ARTICLES OF INCORPORATION
OF
SCM CONSULTANTS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 21 AM 9:23

Article I - Name and Location

The name and location of this corporation is:

SCM CONSULTANTS, INC.
5201 N. E. 18 Terrace
Fort Lauderdale, Florida 33308

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock.

Article V - Preemptive Rights

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

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5201 N. E. 18 Terrace, Fort Lauderdale, Florida 33308; and the name of the initial registered agent of this corporation at that address is Susan Cogswell.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

The name of the Director, her address and office to be held by each for the first year of existence of this Corporation or until her successor(s) is/are elected and have qualified are:

| Name | Address | Office |
|----------------|---|---|
| Susan Cogswell | 5201 N. E. 18 Terrace Fort Lauderdale, FL 33308 | President/Treasurer Vice Pres./Secretary |

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation (Incorporator and Subscriber) is **Susan Cogswell**, 5201 N. E. 18 Terrace, Fort Lauderdale, Florida 33308.

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator/Subscriber has executed these Articles of Incorporation this 14 day of May, A. D., 1997.

Susan Cogswell
Susan Cogswell

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SCM Consultants, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 14 day of May, 1997.

Susan Cogswell
Susan Cogswell
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 21 AM 9:23