

P97000061395

June 30, 1997,

Secretary of State
Box 6327
Tallahassee
Florida 32314

RE: FLA MANAGEMENT CONSULTING, INC.

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-07/03/97-01119--015
***122.50 ***122.50

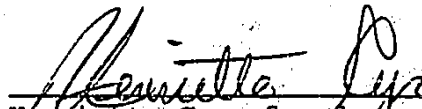
Sir,

Please find enclosed a request for the incorporation of FLA MANAGEMENT CONSULTING, INC.

- 1.- A check of \$122.50 to the order of the Secretary of State;
- 2.- The Articles of Incorporation of FLA MANAGEMENT CONSULTING, INC. and the Declaration of the Registered Agent.

Very Truly Yours,

FLA MANAGEMENT CONSULTING, INC.


Henriette Cyr, founder

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -3 AM 8:53

7-8-97
WS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 8, 1997

FLA MANAGEMENT CONSULTING, INC.
2455 HOLLYWOOD BLVD., #107
HOLLYWOOD, FL 33020

SUBJECT: FLA MANAGEMENT CONSULTING, INC.
Ref. Number: W97000015647

We have received your document for FLA MANAGEMENT CONSULTING, INC. 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 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.

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 (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 097A00035162

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
PRO MANAGEMENT CONSULTING, INC.**

WE, the undersigned, jointly and severally agree with each other to associate ourselves and our successors together as a corporation for profit under the laws of the State of Florida, and so hereby subscribe, acknowledge, and file in the Office of the Secretary of Incorporation, to wit:

ARTICLE I

The corporate name shall be: **PRO MANAGEMENT CONSULTING, INC.**

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida at the following address, which is also the mailing address of the corporation:

1222 N.E. 4th Avenue
Fort Lauderdale, Florida 33304

ARTICLE III

- 1.- The number of shares of authorized capital stock in this corporation shall be two hundred thousand (200,000) shares of common stock with a nominal or par value of \$10.00 each.
- 2.- The capital stock may be paid for in property, labor, service or cash, at a just calculation to be fixed by the stockholder. All such stock shall be fully paid and non-assessable.

- 3.- Two hundred thousand (200,000) shares cumulative preferred stock. The preferred stock will be no par stock/have a par value of \$100.00 per share.

Holders of preferred stock will not be entitled to vote for Directors and other corporate issues (unless for quarterly dividends in a row have been omitted).

ARTICLE IV

The amount of capital with which this corporation will begin business shall be not less than one thousand dollars.

ARTICLE V

The term for which this corporation shall exist shall be perpetual.

ARTICLE VI

The principal office of the corporation shall be in Broward County or at such locations as the corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall from time to time render necessary and/or desirable. The stockholders may from time to time move the principal office to any other address or place in Florida.

ARTICLE VII

The name and street address, and the number of shares subscribed to by the initial subscriber and director hereto, who is to conduct the business of the corporation until those elected at the organizational meeting is:

NAME :	ADDRESS :	NUMBER OF SHARES :
RONDEAU, Linda	155 rue Biron Cap-de-la-Madeleine QC Canada G8T 9M8	.9- common stock

CYR, Henriette

17801 North Bay Road
North Miami Beach

-1-
common stock

ARTICLE VIII

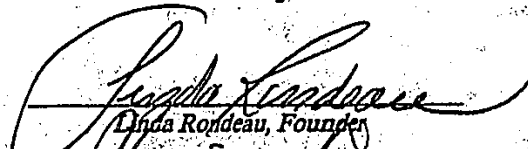
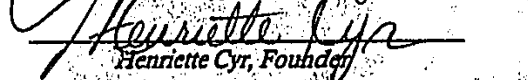
The initial registered office shall be at 1222 N.E. 4th Avenue, Fort Lauderdale, Florida 33304.

The initial registered agent at the same address shall be Gisèle Michaud.

ARTICLE IX

- 1.- When the stockholders so determine, any increase of the common stock shall be first offered prorata to the common stockholders who may desire to subscribe for such stock in relation to their then present holdings.
- 2.- Any meeting of the stockholders may be held within or without the State of Florida.
- 3.- Officers of the corporation need not be stockholders.


IN WITNESS WHEREOF, the subscribing stockholders has hereunto set their hand and seal, and caused these Articles of Incorporation to be executed this June 27, 1997,


Linda Rondeau, Founder

Henriette Cyr, Founder

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -3 AM 8:53

REGISTERED AGENT:

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept said designation as Registered Agent and agree to comply with the provisions of law relative to keeping said office open.


Gisèle Michaud, Registered agent