

Matthew E. Morrall, P.A.

INTERNATIONAL BUILDING  
PENTHOUSE WEST

2455 EAST SUNRISE BOULEVARD  
FORT LAUDERDALE, FLORIDA 33304

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUL 15 AM 10:09

TELEPHONE: (954) 563-4005

July 10, 1997

TELECOPIER: (954) 566-7754

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New Filing Section  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, Florida 32301

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-07/15/97--01028--011  
\*\*\*122.50 \*\*\*122.50

RE: INCORPORATION OF NEXT CONSULTING, INC.

Ladies and Gentlemen:

Please find enclosed an original of the Articles of Incorporation, together with a photocopy thereof, to form the above-named corporation. The designation of the Registered Agent is made in the text of the Articles, while the acceptance by the named Registered Agent is attached to the back of the Articles. Please also find enclosed a check in the amount of One Hundred Twenty-two and 50/100 Dollars (\$122.50) representing the following:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Registered Agent	\$ 35.00
Certification Fee - Articles of Incorporation	\$ 52.50
Total	\$122.50

If you find the enclosures in order, please file the original of the Articles, certify the photocopy thereof and return the certified copy to me as soon in the enclosed stamped, self-addressed envelope.

Thank you for your assistance in this matter.

Very truly yours,

*Matthew E. Morrall*

Matthew E. Morrall

MEM/cjp  
Enclosures

DivCorp.Ltr/NEXT.COM/NEXT.RSK

RP

7-16-97

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**ARTICLES OF INCORPORATION OF**

**NEXT CONSULTING, INC.**

**A FLORIDA CORPORATION**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is NEXT CONSULTING, INC.

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office is 1900 Glades Road, Suite 355, Boca Raton, Florida 33431; and the mailing address of the Corporation is 1900 Glades Road, Boca Raton, Florida 33431.

**ARTICLE III**

**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful

business for which corporations may be incorporated under the laws of Florida.

#### ARTICLE IV

##### CAPITAL STOCK

The Corporation is authorized to issue ten thousand (10,000) shares of common stock, One and 00/100 Dollar (\$1.00) par value per share.

#### ARTICLE V

##### INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

##### Name

##### Address

Matthew E. Morrall

2455 East Sunrise Boulevard  
Penthouse West  
Fort Lauderdale, Florida 33304

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one director to hold office until the first annual meeting of shareholders and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation

are:

Name

William F. Comiskey, Jr.

Address

1900 Glades Road  
Suite 355  
Boca Raton, Florida 33431

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles are:

Name

William F. Comiskey, Jr.

Address

1900 Glades Road  
Suite 355  
Boca Raton, Florida 33431

ARTICLE VIII

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2 day of July, 1997.

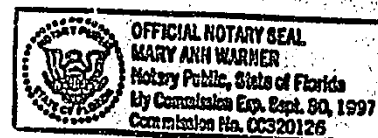


William F. Comiskey, Jr.  
INCORPORATOR

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 2 day of July, 1997, by William F. Comiskey, Jr., who is personally known to me and who did not take an oath.

Mary Ann Warner  
Name: Mary Ann Warner  
Notary Public  
Serial No. CC320126  
My Commission Expires:



## ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of NEXT CONSULTING, INC., simultaneously with my being designated, as made in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Date: July 7, 1997

Matthew E. Morrall  
Matthew E. Morrall

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