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Harold Simon
8200 Hawthorne Avenue
Miami Beach, FL 33141
TALLAHASSEE, FLORIDA

July 11, 1997

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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***122.50 ***122.50

Dear Sir/Madame:

Enclosed please find the Certificate of Incorporation of
SIMON CONSULTING GROUP, INC. and a check in the amount of
\$122.50 that covers the filing fees, certified copy and
registered agent designation.

Sincerely,



Harold Simon

PH
7/22/97

CERTIFICATE OF INCORPORATION

OF

SIMON CONSULTING GROUP, INC.

We, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions;

ARTICLE ONE

The name of the corporation shall be:

SIMON CONSULTING GROUP, INC.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be 10,000 Shares of stock which shall be common stock of a par value of 1.00 Dollar per share. All of any part of the capital stock may be paid for either in lawful moneys of the United States of America, or in services, at a true valuation thereof.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of 100.00 Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The principal office of the corporation shall be located at

8200 Hawthorne Avenue
Miami Beach, Fl 33141

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and addresses of the members of the First Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

<u>Name</u>	<u>Address</u>
Harold Simon	8200 Hawthorne Avenue Miami Beach, Fl 33141

<u>Name</u>	<u>OFFICERS</u> <u>Address</u>	<u>Title</u>
Harold Simon	8200 Hawthorne Avenue Miami Beach, Fl 33141	President

ARTICLE NINE

The name and address of the subscriber to this certificate of Incorporation and the number of shares of stock which the subscriber agrees to take, are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Harold Simon	8200 Hawthorne Avenue Miami Beach, Fl 33141	100

ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of the Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE TWELVE

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this certificate otherwise provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE THIRTEEN

The corporation does hereby designate the following address as its registered office:

8200 Hawthorne Avenue
Miami Beach, Fl 33141

The corporation does hereby designate Harold Simon of Simon Consulting Group, Inc. as its Registered Agent.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 16 day of July, 1997.



Harold Simon (SEAL)

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Harold Simon, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed these articles of incorporation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAYBE SERVED.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said act:

SIMON CONSULTING GROUP, INC.

desiring to organize under the Laws of the State of Florida with
its principal place of business in the City of Miami Beach,
County of Dade, State of Florida, has named Harold Simon located
at 8200 Hawthorne Avenue Miami Beach, Fl. 33141 as its agent to
accept service of process within the State of Florida.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate,
I hereby accept the appointment as Registered Agent and agree to
act in this capacity, I further agree to comply with the
provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the
obligations of my position as Registered Agent.

Dated this 16 day of July, 1997.

Harold Simon
Resident and Registered Agent
Harold Simon

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, in the state and county aforesaid, this 16
day of July, 1997.

[Signature]
NOTARY PUBLIC
State of Florida at Large

My Commission expires:

