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October 30, 1997

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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-11/04/97--01054--013
****122.50 ****122.50

Re: ACTION CONSULTING GROUP, INC.

Gentlemen and/or Madam:

Enclosed are an original and one copy of the Articles of Incorporation for the above referenced entity together with our check in the amount of \$122.50 representing:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
Total	\$122.50

Please return a certified copy of the Articles of Incorporation of the Corporation in the self-addressed, stamped envelope enclosed for your convenience.

Yours truly,

Christopher Duesing
Christopher Duesing

Enclosures

FILED
97 NOV -4 PM 12:43
SECRETARIAL STATE
TALLAHASSEE, FLORIDA

me 11/5/97

ARTICLES OF INCORPORATION
OF
ACTION CONSULTING GROUP, INC.

FILED
97 NOV -4 PM 12: 43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be:

ACTION CONSULTING GROUP, INC.

The address of the principal office of this corporation shall be 6601 S.W. 116 Court, Suite # 407, Miami, Florida 33173 and the mailing address shall be the same.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, and its existence shall commence at the date and time of filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III

PURPOSE

The general purpose or purposes for which this corporation is initially organized shall include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 6601 S.W. 116 Court, #407, Miami, Florida 33173 and the initial registered agent shall be Christopher Duesing.

ARTICLE VI
BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The initial Board of Directors shall consist of six members. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but in no case shall the number of directors be less than one. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Christopher Duesing	6601 S.W. 116 Court # 407 Miami, Florida 33173

ARTICLE VII

OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>Name</u>	<u>Title</u>
Christopher Duesing	President
Christopher Duesing	Vice-President
Christopher Duesing	Treasurer
Christopher Duesing	Secretary

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

ARTICLE IX

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 X

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Christopher Duesing	6601 S.W. 116 Court # 407 Miami, Florida 33173

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of October, 1997.

Christopher Duesing
Christopher Duesing, Incorporator

ACCEPTANCE OF REGISTERED AGENT
DESIGNATION IN ARTICLES OF INCORPORATION

The undersigned acknowledges and accepts the appointment as registered agent contained in the foregoing Articles of Incorporation and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Date: October ~~30~~, 1997

Christopher Duesing
Christopher Duesing, Registered Agent

FILED
97 NOV -4 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA