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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: JDC CONSULTING & MANAGEMENT. IONC.

AUDIT NUMBER.....H97000019109

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

OF

JDC CONSULTING & MANAGEMENT, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

JDC CONSULTING & MANAGEMENT, INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed is any or all lawful activity or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE THREE

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

Prepared by: May-Wong Chou, Esq., FB# 0008222

121 N. Osceola Ave., Ste. 312, Clearwater, FL 34755, 813-461-7754

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ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 100 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. Stock ownership is as follows:

James Erland Hilder Newman - 40 shares

David Gary Schaich - 40 shares

Nancy Kay Newman - 20 shares

ARTICLE FIVE

The beginning capital of this corporation shall be \$1,000.00.

ARTICLE SIX

The corporation shall have no directors.

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

1713 Long Street

Clearwater, FL 33755

(813)447-2394 fax: (813)467-0024

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**ARTICLE EIGHT**

The business of the corporation shall be managed by its officers, who are the stockholders of the corporation. The officers of the corporation shall be:

|                             |                            |
|-----------------------------|----------------------------|
| <b>PRESIDENT:</b>           | James Erland Hilder Newman |
| <b>VICE-PRESIDENT:</b>      | David Gary Schlaich        |
| <b>TREASURER/SECRETARY:</b> | Nancy Kay Newman           |

**ARTICLE NINE**

Any profits earned by the corporation shall be divided among the stockholders on a prorated basis according to each stockholder's earnings.

**ARTICLE TEN**

The registered agent and registered office of this corporation shall be:

James Erland Hilder Newman  
1713 Long Street  
Clearwater, FL 33755

**ARTICLE ELEVEN**

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

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**ARTICLE TWELVE**

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

**ARTICLE THIRTEEN**

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

James Erland Hilder Newman - 1713 Long Street, Clearwater, FL 33755

IN WITNESS WHEREOF, the undersigned have made, incorporated, and acknowledged these Articles of Incorporation this 14<sup>th</sup> day of November, 1997.

  
James Erland Hilder Newman

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H97000019109

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT. I, JAMES ERLAND  
HILDER NEWMAN, hereby accept designation as Registered Agent on this 14<sup>th</sup> day of  
November, 1997.

  
James Erland Hilder Newman

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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