

P97000103827

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -9 AM 9:37

December 1, 1997

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida
32314

700002366587--3
-12/09/97--01036--015
****122.50 ****122.50

Gentlemen:

Enclosed please find check, in the amount of \$122.50 as follows:

Filing Fee Domestic Corporation	\$35.00
Certification Fee	52.50
Certificate Registering Registered Agent	35.00

Two copies of the Articles of Incorporation of A-1 Consulting Inc. are enclosed.

Very truly yours,

Irene L. Johns, EA

Irene L. Johns, Enrolled Agent

Irene J. Lowe, E.A.
Accountant
328 Nautilus Ct.
Ft. Myers, Florida 33908

RP
12-10-97

97 DEC -9 AM 9:37

**ARTICLES OF INCORPORATION OF
A-1 CONSULTING INC.**

ARTICLE I. NAME

The name of this corporation is: A-1 Consulting Inc.

ARTICLE II. DURATION

This Corporation shall exist perpetually.

ARTICLE III. PURPOSE

To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue Fifty Thousand (50,000) shares of One Dollar par value common stock which shall be designed "Common Shares".

ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI. 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-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal and initial registered office of this corporation is: 328 Nautilus Court, Fort Myers, Florida 33908 and the name of the initial registered agent at that address is: Irene L. Johns

Dated: 12/1/97 Accepted: Irene L. Johns

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) director initially. The number of directors maybe either increased or diminished from time to time by the by-laws, but shall never be less than One (1). The name and address of the initial directors of this Corporation is:

Irene L. Johns, 328 Nautilus Court, Fort Myers, Florida 33908

ARTICLE IX. INCORPORATORS

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

Irene L. Johns, 328 Nautilus Court, Fort Myers, Florida 33908

ARTICLE X. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE XI. RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of Capital Stock of this Corporation shall be issued initially to the following in the amount set opposite their names:

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The prices and terms at which and the time within which shares may be offered and sold shall be further specified in writing among all of the shareholders and this Corporation.

PAGE 2 OF 3

ARTICLE XII. AMENDMENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE X11. AMENDMENT

97 DEC -9 AM 9:37

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.

Irene L. Johns

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 1ST day of DECEMBER 1997 by, IRENE F. JOHNS, who is personally known to me.

Armando Pagliarini
Signature of person taking acknowledgment

OFFICIAL NOTARY SEAL
ARMANDO J PAGLIARINI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC429482
MY COMMISSION EXP. DEC 26, 1998

Name of Acknowledge typed, printed or stamped