

P97000108475

December 20, 1997

Department of State
Division of Corporations
The Capitol
Tallahassee, Fla. 32304

RE: DEMPSEY CONSULTING CO.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is a check in the amount of \$78.75, representing payment of the following:

Filing Fee
Registered Agent Fee
Certificate of Status

Please file the enclosed Articles of Incorporation and return the second copy "stamped with the filing date" to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

Donald E. Dempsey

Donald E. Dempsey
27 Pennock Lane #203
Jupiter, Fl. 33458-4083
(561) 622-8433

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 3:00

RP
12-29-97

ARTICLES OF INCORPORATION

DEMPSEY CONSULTING CO.

We, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida, providing for the information, liability, rights, privileges and immunities of corporation for profit, and for that purpose, do hereby certify, declare and set forth as follows, to-wit:

ARTICLE I

NAME: The name and address of this corporation shall be as follows:

DEMPSEY CONSULTING CO.

27 Pennock Lane #203

Jupiter, Fl. 33458-4083

ARTICLE II

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is: The transaction of any and all lawful business for which corporations may be incorporated in the state of Florida.

ARTICLE III

TERM OF EXISTENCE: This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV

CAPITAL STOCK: The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is One Thousand shares (1000) of common stock with par value. The consideration to be paid for each share will be One Dollar (\$1.00) per share.

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CLERK OF STATE
97 DEC 24 PM 3:00
DIVISION OF CORPORATIONS

ARTICLE V

INITIAL CAPITAL: The amount of capital with which this corporation shall commence business shall be Five Hundred dollars (\$500.00)

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE: The Registered Agent of said corporation at the Registered Office shall be Donald E. Dempsey. The Registered Office shall be at 27 Pennock Lane #203, Jupiter, Fl. 33458-4083.

ARTICLE VII

OFFICERS AND DIRECTORS: The names and addresses of the first directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

DONALD E. DEMPSEY

1016 Bedford Ave

Palm Beach Gardens, Fl. 33403

The corporation shall have at least one (1) and no more than five (5) directors and no person shall be required to own, hold, or to control stock in the corporation as a condition precedent to holding any office in this corporation.

ARTICLE VIII

SUBSCRIBERS: The names and address of the subscribers to these Articles of Incorporation, and the number of shares each agrees to take are as follows:

DONALD E. DEMPSEY

1016 Bedford Ave

Palm Beach Gardens, Fl. 33403

500 SHARES

ARTICLE IX

OFFICERS: The officers of this corporation shall be a President, and such other officers and agents as may be necessary. All officers and agents, and factors as may be deemed necessary, shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the by-laws or determined by the Board of Directors.

Any person may hold two (2) or more offices. This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE X

POWERS: This corporation shall have the following powers:

- A. To have a corporation seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof to be impressed, affixed, or any other manner reproduced.
- B. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in, and with real or personal property or any interest therein wherever situated.
- C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the property and assets.
- D. To lend money and use the credit to assist the officers and employees in accordance with Florida Statute 607.141.
- E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligation of, other domestic or foreign corporations, associates, partnerships, or individuals, or direct or indirect obligations of United States or of any other Government, State, Territory, Governmental District, or Municipality, or of any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its bonds, notes, and other obligations, and secure any of its obligations by mortgage or pledge of all or any property, franchises and income. To buy and sell and transfer options.

G. To lend money for corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for payment of funds so loaned or invested.

H. To conduct its business, carry on the operation and have offices and exercises the powers granted by the Florida Statutes, 607, within or without the state.

I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation.

J. To make and alter the by-laws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific, or educational purposes.

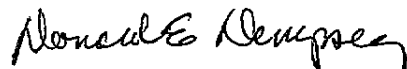
L. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

N. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

O. To have and exercise all powers necessary or convenient to affect the purpose of this corporation.

IN WITNESS WHEREOF, I have subscribed my name this 18 th day of December, 1997.



DONALD E. DEMPSEY, PRESIDENT

Having been named as registered agent and 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 am familiar with and accept the obligations of my position as registered agent.

Dated 12-18-97

Donald E. Dempsey

Registered Agent

Donald E. Dempsey

27 Pennock Lane #203

Jupiter, Fl. 33458-4083

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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