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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

EFFECTIVE DATE
12-29-97

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: K T CONSULTING GROUP, INC.

AUDIT NUMBER.....H97000021384

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

CERT. OF STATUS..0

PAGES.....5

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ARTICLES OF INCORPORATION

OF

K T CONSULTING GROUP, INC., a Florida Corporation.

ARTICLE I.

The name of this Corporation is:

K T CONSULTING GROUP, INC., a Florida Corporation

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

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

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI.
VOTING RIGHTS:

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

Mark B. Goldstein, Esquire
2255 Glades Road, Suite 236W
Boca Raton, Florida 33431
(561) 995-9350
Florida Bar No. 705276

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ARTICLE VII.
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 VIII.

The street address of the initial registered office of this Corporation is: 2255 Glades Road, Suite 236W, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that address is: MARK B. GOLDSTEIN, ESQ, and the principal place of business of the corporation is: 2255 GLADES ROAD, SUITE 236W, BOCA RATON, FL 33431.

ARTICLE IX.

This Corporation shall have Two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Directors of this Corporation are:

KAREN TRAHAN
2255 GLADES ROAD - SUITE 236W
BOCA RATON, FLORIDA 33431

MARK B. GOLDSTEIN
2255 GLADES ROAD - SUITE 236W
BOCA RATON, FLORIDA 33431

ARTICLE X.

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

MARK B. GOLDSTEIN
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FLORIDA 33431

ARTICLE XI.
AMENDMENT:

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

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of December, 1997.

K T CONSULTING GROUP INC., a Florida Corporation

BY: 
Mark B. Goldstein, Incorporator

STATE OF FLORIDA)
 SS:)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared Mark B. Goldstein, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 29 day of December, 1997, in the County and State aforesaid.


NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:



ANGELA CATHERINE WARSHEFSKI
My Commission CC520542
Expires Jan. 29, 2000

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

FIRST THAT K T CONSULTING GROUP, INC., A FLORIDA CORPORATION DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 2255 GLADES ROAD -SUITE 236W, BOCA RATON, FL 33431, HAS NAMED MARK B. GOLDSTEIN, LOCATED AT 2255 GLADES ROAD, SUITE 236W, BOCA RATON, FL 33431, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

BY: MARK E. GOLDSTEIN
MARK E. GOLDSTEIN, DIRECTOR

By: MARK B. GOLDSTEIN
Dated:

STATE OF FLORIDA)
 SS:)
COUNTY OF PALM BEACH)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

WITNESS my hand and official seal, this 29 day of December, 1997, in the County and State aforesaid.

NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:

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