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LJ ASSOCIATES

Accountants, Tax Specialists, Consultants
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7340 W. Atlantic Blvd.
Margate, FL 33063

January 1, 1998

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*****70.00 *****70.00

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

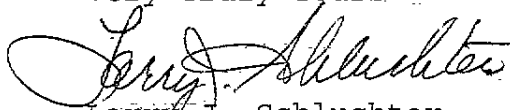
RE: Shulman International Consultants, Inc.
14433 Belmont Trace
Wellington, FL 33414

Dear Sir\Madam:

Enclosed please find the original and one copy of Articles of
Incorporation, together with a check in the amount of \$70.00.

This represents the cost of the Filing Fees and Fee for Registered
Agent Designation for the above named corporation.

Very Truly Yours


Larry J. Schluchter

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Shulman International Consultants, Inc.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

Article I - Corporate Name

The name of the corporation is:

Shulman International Consultants, Inc.

Principle Address:

14433 Belmont Trace
Wellington, FL 33414

Article II -- Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

Article III - Purpose

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

The corporation is authorized to issue five hundred shares(500) of one dollar(\$1.00) par value Common Stock which shall be designated "Common Stock."

Article V - Initial Registered Office and Agent

The name and street address of the Initial Registered Agent of this Corporation is

Frank Shulman
14433 Belmont Trace
Wellington, FL 33414

Article VI - Initial Board of Directors

This corporation shall have one(1) director(s) 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 addresses of the initial directors of the corporation are as follows:

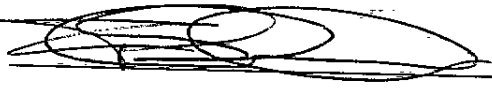
Frank Shulman
14433 Belmont Trace
Wellington, FL 33414

Article VII - Incorporators

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

Frank Shulman
14433 Belmont Trace
Wellington, FL 33414

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 31 day of December, 1997.

X 

STATE OF FLORIDA
COUNTY OF BROWARD

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Frank Shulman known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he\she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 31 day of December, 1997.




Notary Public

personally known

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

Certificate of Registered Agent

Shulman International Consultants, Inc.
14433 Belmont Trace
Wellington, FL 33414

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

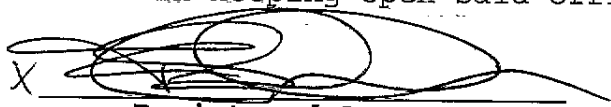
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

14433 Belmont Terrace
Wellington, FL 33414

has named Frank Shulman located at the aforesaid address, as its Registered Agent to accept service of process within this state.

Acknowledgement

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

X 
Registered Agent

This document was prepared by:

LJS Business Group Inc.
Larry J. Schluchter
7344 W. Atlantic Blvd.
Margate, FL 33063