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LAW OFFICES OF
POSESS & WALSER, P.A.

7015 BERACASA WAY, SUITE 201
(CORNER OF PALMETTO PARK & POWERLINE RDS.)
BOCA RATON, FLORIDA 33433
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TAX & ESTATE PLANNING DEPARTMENT
THOMAS C. WALSER, LL.M.-ESTATE PLANNING
CARYN J. CLAYMAN, LL.M.-TAXATION
PETER HOWLEY, ACCOUNTANT

REAL ESTATE DEPARTMENT
CHARLES F. POSESS
DOUGLAS R. NEU
GISELE E. ASMAR
BRENDA A. COX

January 22, 1998

Secretary of State of Florida
Corporation Division
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

400002414264--4
-01/28/98--01040--026
***122.50 ***122.50

Re: E.C. CONSULTING AND SERVICES, INC.

Dear Sir:

Enclosed please find the original Articles of Incorporation to be filed for the above-referenced corporation.

Also enclosed is a check for \$122.50 covering the filing fees and costs as follows:

Filing Certificate of Incorporation	\$35.00
One (1) Certified Copy	52.50
Designation of Registered Agent	<u>35.00</u>
Total	<u>\$122.50</u>

Please return your confirmation letter regarding the incorporation and filing of the company to my office in the enclosed stamped self-addressed envelope.

Sincerely,

Thomas C. Walser
Thomas C. Walser

TCW:jl

cc: Edward P. Charbonneau
(inform\secstate.ltr)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 28 PM 2:36

1-29-98
WS

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

E.C. CONSULTING AND SERVICES, INC.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JAN 28 PM 2:36

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is E.C. CONSULTING AND SERVICES, INC..
The principal office and mailing address is P.O. Box 810522, Boca Raton, FL 33431.

ARTICLE II

This corporation is to exist perpetually.

ARTICLE III

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1,000 Common Shares at \$1.00 par value.

ARTICLE V

Provisions granting preemptive rights are: The holders of common shares shall, upon the issue or sale of shares of stock, any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of common shares, at such price or prices as the Board of Directors may, from time to time, fix and as may be permitted by law.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are:
None.

ARTICLE VII

The street address of the initial registered office of the corporation is 19438 Hampton Drive, Boca Ration, FL 33433, and the name of its initial registered agent at such address is Edward Charbonneau.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify is:

NAME

Edward Charbonneau

ADDRESS(ES)

19438 Hampton Drive
Boca Raton, FL 33433

ARTICLE IX

The name and address of each incorporator is:

NAME(S)

Thomas C. Walser, Esq.

ADDRESS(ES)

7015 Beracasa Way, Suite 201
Boca Raton, FL 33433

DATED this 31st day of December, 1997.

Thomas C. Walser
Thomas C. Walser, Esq., Incorporator

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

The foregoing instrument was acknowledged before me, this 31st day of December, 1997, by Thomas C. Walser, Esq. who is personally known to me, or who has produced a _____ as identification.

My Commission Expires:



JAMIE LYNN LINNEHAN
COMMISSION # CC 534634
EXPIRES OCT 20, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Jamie Lynn Linnehan
Notary Public

JAMIE LYNN LINNEHAN

CONSENT OF REGISTERED AGENT

I, Edward Charbonneau, having been designated to act as Registered Agent, hereby agrees to act in this capacity.


Edward Charbonneau,
Registered Agent

(corpor\3139art.gen)

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98 JAN 28 PM 2:36