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JOHNSON BLAKELY

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN ACCT#: 076666002140

CONTACT: TAMI LEE MEAGHER

PHONE: (813)461-1818

FAX #: (813)441-8617

NAME: MANAGEMENTPOINT CONSULTING, INC.

AUDIT NUMBER.....H98000002431

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

CERT. OF STATUS..0 PAGES..... 4

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATIONOFMANAGEMENTPOINT CONSULTING, INC.ARTICLE I - Name and Address

The name of this corporation is MANAGEMENTPOINT CONSULTING, INC. The mailing address of the corporation is: 6746 Avenue D, Sarasota, Florida 34231. The address of the corporation's principal office is: 6746 Avenue D, Sarasota, Florida 34231.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 6746 Avenue D, Sarasota, Florida 34231, and the name of the initial registered agent of this corporation at that address is Michael Forbes.

ARTICLE V - Incorporator

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

NameAddress

Michael Forbes

6746 Avenue D
Sarasota, Florida 34231ARTICLE VI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

Michael G. Little, Esq.
911 Chestnut Street
Clearwater, FL 33757
(813) 461-1818
FL Bar No. 861677

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ARTICLE VII - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of February, 1998.


MICHAEL FORBES

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, MANAGEMENTPOINT CONSULTING, INC., desiring to organize under the laws of the State of Florida, hereby designates MICHAEL FORBES, located at 6746 Avenue D, Sarasota, Florida 34231, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


MICHAEL FORBES

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