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Phillip Menram Schaal
5511 NW 40th Terrace
Coconut Creek, FL 33073

954-428-0820
305-

March 1, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

Dear Sir or Madam:

I wish to expedite these Articles of Incorporation immediately.

Thank you.

Sincerely,

Phillip Menram Schaal

Phillip Menram Schaal

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Office Use Only

Phillip Schaal GAVE
AUTHORIZATION BY PHONE TO
CORRECT add corp. suffix - Co.
DATE 3/6/98
DOC. EXAM BD

FILED
98 MAR -5 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 06 1998

ARTICLES OF INCORPORATION

OF

PHILLIP SCHAAL Co.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be:

**PHILLIP SCHAAL Co.
5511 N.W. 40TH TERRACE
COCONUT CREEK, FLORIDA 33073**

ARTICLE II

Purpose: The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect of the practice of Computer and Business consulting, and all its fields of specialization.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furthermore of the corporate objectives expressed above.

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence effective as of MARCH 1, 1998, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at PHILLIP SCHAAL, 5511 N.W. 40TH TERRACE, COCONUT CREEK, FLORIDA 33073, with the privilege of having its offices and branches at other places within or without the State of Florida. The initial registered agent at that address shall be PHILLIP MENRAM SCHAAL.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first directors of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified shall be:

**PHILLIP MENRAM SCHAAL
5511 N.W. 40TH TERRACE
COCONUT CREEK, FLORIDA 33073**

ARTICLE VIII

The name and address of the Incorporator is **PHILLIP SCHAAL, 5511 N.W. 40TH TERRACE, COCONUT CREEK, FLORIDA 33073.**

ARTICLE IX

No contract or other transaction between this corporate and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, of any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

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

In compliance with the laws of Florida, the following is submitted:

First, PHILLIP MENRAM SCHAAL, PRESIDENT, desiring to organize under the laws of the State of Florida, has named PHILLIP MENRAM SCHAAL, County of BROWARD, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325 F.S.



REGISTERED AGENT

DATED: This 1st day of March, 19 98

IN WITNESS WHEREOF, we, the undersigned, being the Incorporators herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 1st day of March, 1998.

Phillip Menram Schaal
PHILLIP MENRAM SCHAAL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA