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MITCHELL & CHUSID
ATTORNEYS AT LAW
THE NATIONSBANK PLAZA
7000 WEST PALMETTO PARK ROAD, SUITE 400
BOCA RATON, FLORIDA 33433

GREGORY J. RITTER
MITCHELL CHUSID*
KEITH A. GOLDBLUM

OF COUNSEL:
WARREN J. KOZLOW
CAROLYN ANNE PICKARD

(561) 394-2180
BROWARD: (954) 920-0223
FAX: (561) 394-2582

DADE OFFICE:
SUITE 610
ALHAMBRA INTERNATIONAL CENTER
255 ALHAMBRA CIRCLE
CORAL GABLES, FLORIDA 33134

*Also Admitted in New York

March 6, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700002453947-3
-03/11/98-01078-008
****122.50 ****122.50

Re: A.P.D. Consulting, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for A.P.D. Consulting, Inc., together with our office check in the amount of \$122.50 payable to the Secretary of State, representing the filing fees.

Please return the certified copy to my attention.

Should you have any questions, please contact me. Thank you for your prompt attention to this matter.

Very truly yours,

Cynthia C. Mendoza
Cynthia C. Mendoza
Legal Assistant to Mr. Ritter

/cm

Enclosures

FILED
98 MAR 11 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/12/98-7.41

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98 MAR 11 AM 10:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
A.P.D. CONSULTING, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

A.P.D. CONSULTING, INC. (the "Corporation")

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The total authorized capital stock of the Corporation is one thousand (1,000) shares of Common Stock, par value One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V

ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of the Corporation in the State of Florida is 12820 Smithdale Place, Boca Raton, Florida 33428. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI

NUMBER OF DIRECTORS

The Corporation shall have not less than one (1) Director.

ARTICLE VII

FIRST BOARD OF DIRECTORS

The name and street address of the initial sole member of the Board of Directors are:

Aroldo P. de Carvalho
12820 Smithdale Place
Boca Raton, Florida 33428

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Aroldo P. de Carvalho, 12820 Smithdale Place, Boca Raton, Florida 33428.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 12820 Smithdale Place, Boca Raton, Florida 33428, and the name of the initial registered agent of the Corporation at that address is Aroldo P. de Carvalho.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6 day of March, 1998.


AROLDO P. DE CARVALHO

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

The foregoing instrument was acknowledged before me this 6th day of March, 1998, by AROLD P. DE CARVALHO as incorporator to these Articles, who is personally known to me or who has produced _____ as identification and who did not take an oath.

My Commission Expires:


NOTARY PUBLIC, State of Florida
Print name: Cynthia C. Mendoza

Cynthia C. Mendoza
MY COMMISSION # 00577313 EXPIRES
August 27, 2000
BONDED THRU TROY PAUL INSURANCE, INC.



[SEAL]

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the
following is submitted:

A.P.D. CONSULTING, INC., a corporation being organized under
the laws of the State of Florida, designates 12820 Smithdale Place,
Boca Raton, Florida 33428, as its registered office and has named
Aroldo P. de Carvalho as its agent to accept service of process
within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for A.P.D.
CONSULTING, INC. at the place designated in this Certificate, I
hereby agree to act in such capacity and agree to comply with the
provisions of said Act with respect to keeping such office open.

By: *Aroldo P. de Carvalho*
REGISTERED AGENT

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FILED
98 MAR 11 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA