

03/27/1998 16:12 366-7478

CASWELL P.A.

PAGE 01

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3/26/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000005850 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CASWELL & HARRIS, P.A.
CONTACT: CHRIS CASWELL
PHONE: (941)366-7727

ACCT#: 105205003431

FAX #: (941)366-7478

NAME: CLAREITY CONSULTING OF FLORIDA, INC.

AUDIT NUMBER.....H98000005850

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

CERT. OF STATUS..0

PAGES..... 2 *

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** ENTER 'M' FOR MENU. **

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* Also attached:

Letter from Division/Department of State
Letter from Clareity Consulting Ltd, Inc allowing
use of similar name.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 AM 7:59

rp
03-30-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1998

CASWELL & HARRIS PA

SUBJECT: CLAREITY CONSULTING OF FLORIDA, INC.
REF: W98000006755

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The name conflict is "CLAREITY CONSULTING, LTD., INC."

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: E98000005850
Letter Number: 498A00016292



March 27, 1998

Chris Caswell
1215 N. Palm Ave.
Sarasota, FL 34236

Dear Mr. Caswell:

SUBJECT: FLORIDA INCORPORATION OF CLAREITY CONSULTING

As the agent incorporating the new Florida Company Clareity Consulting of Florida, Inc., you are hereby authorized to use the name of Clareity Consulting. The new company will be called "Clareity Consulting of Florida". I will act as the initial Director of the new corporation.

Please let me know if you have any other issues to resolve in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Ira Luntz". The signature is stylized with a large, looping initial "I" and a trailing flourish.

Ira Luntz
Senior Partner and CFO

Clareity Consulting Ltd. Inc.

#H98000005850

98 MAR 27 AM 8:00

ARTICLES OF INCORPORATION OF

Clareity Consulting of Florida, Inc.

ARTICLE 1. - NAME

The name of this corporation is **Clareity Consulting of Florida, Inc.**

ARTICLE 2. - PRINCIPAL OFFICE; MAILING ADDRESS

The principal office and mailing address of the corporation shall initially be 669 Avenida de Mayo, Sarasota, FL 34242. The corporation may change its principal office and/or mailing address from time to time as permitted by law.

ARTICLE 3. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4. - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$1.00 (One Dollar).

ARTICLE 5. - PREEMPTIVE RIGHTS

The holders of the common stock of the corporation shall not have preemptive rights to purchase additional shares.

ARTICLE 6. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1215 N. PALM AVE., Sarasota, FL and the name of the initial registered agent of this corporation at that address is **Christopher K. Caswell, P.A.**

ARTICLE 7. - INITIAL BOARD OF DIRECTORS

This corporation shall have the following directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director(s) of this corporation:

Ira Luntz 669 Avenida de Mayo, Sarasota, FL 34242

ARTICLE 8. - INCORPORATOR

The name and address of the Incorporator is: **CHRISTOPHER K. CASWELL, 1215 N. Palm Ave., Sarasota, FL 34236.**

PREPARER: CHRIS CASWELL
1215 N. PALM AVE.
SARASOTA, FL. 34236
(941) 366-7727
FLA. BAR NO. 0371211

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ARTICLE 9. - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of the candidates.

ARTICLE 10. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

The undersigned incorporator has executed these Articles of Incorporation on March 26, 1998

Chris Caswell
CHRIS CASWELL

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR****Clareity Consulting of Florida, Inc.**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 3/26/98

Christopher K. Caswell, P.A.

Chris Caswell
Chris Caswell, President
Registered Agent

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