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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URIARTE
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ACCT#: 110432003053

FAX #: (305)672-9110

NAME: PUBLIC HOUSING CONSULTANTS, INC.
AUDIT NUMBER.....H98000007284
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Public Housing Consultants, Inc.

Article II. Address

The mailing address of the Corporation is:
Public Housing Consultants, Inc.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Jerald David August
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Edward Kinsey

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jerald David August | FL Bar Member 236136
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401
561-835-9600

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Article V. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

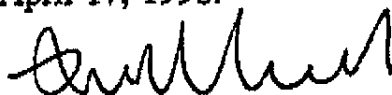
The name and address of the incorporator is:

Jerald David August
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 16, 1998.

The undersigned incorporator executed these Articles of Incorporation on April 17, 1998.



JERALD DAVID AUGUST
by L.A. Uriarte as attorney-in-fact

Jerald David August | FL Bar Member 236136
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401
561-835-9600

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Public Housing Consultants, Inc.

REGISTERED AGENT/OFFICE:

**Jerald David August
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JERALD DAVID AUGUST
by L.A. Uriarte as attorney-in-fact

Date: April 17, 1998

**Jerald David August | FL Bar Member 236136
August Comiter & Kulunas, P.A.
250 Australian Avenue, Suite 1100
West Palm Beach FL 33401
561-835-9600**

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