

Law Offices of
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JOAN I. NEUWIRTH, ESQUIRE

P 9 8 0 0 0 4 3 9 1 2
May 11, 1998

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


Re: Formation of DAGWOOD CONSULTING, INC.

Dear Sir/Madam:

Enclosed please find one (1) original and one (1) copy of the Articles of Incorporation and Acceptance of Appointment of Registered Agent in connection with the above-referenced corporation. Also enclosed is my check no. 2181 in the amount of \$70.00 made payable to the Division of Corporations representing the monies necessary to file the Articles of Incorporation.

Please file the Articles of Incorporation and return a copy back to me. Please call me should you have any questions or comments concerning the enclosed.

Very truly yours,


JOAN I. NEUWIRTH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enclosures

F. CHESSEY MAY 15 1998

ARTICLES OF INCORPORATION
OF
DAGWOOD CONSULTING, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is DAGWOOD CONSULTING, INC. (hereafter the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 351 SOUTH CYPRESS ROAD, SUITE 200, POMPANO BEACH, FLORIDA 33060.

ARTICLE III

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

Number of Shares Authorized:	1,000
Par Value Per Share:	\$0.00
Class of Stock:	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

1. On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or
2. If the holders of not less than ten (10) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 351 SOUTH CYPRESS ROAD, SUITE 200, POMPANO BEACH, FLORIDA 33060, County of Broward, and the name of its initial registered agent at such office is IRA HELLMAN.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

IRA HELLMAN
351 SOUTH CYPRESS ROAD, SUITE 200
POMPANO BEACH, FLORIDA 33060

ARTICLE VII

The name of the Incorporator is IRA HELLMAN and the address of the Incorporator is 351 SOUTH CYPRESS ROAD, SUITE 200, POMPANO BEACH, FLORIDA 33060.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, THE undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 10 day of May, 1998.


IRA HELLMAN, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

THE UNDERSIGNED, named as the registered agent of DAGWOOD CONSULTING, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.


IRA HELLMAN
Registered Agent

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TALLAHASSEE, FLORIDA

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