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ACCOUNT NO. : 072100000032

REFERENCE : 821498 9643A

AUTHORIZATION :

Patricia Pyjota

COST LIMIT : \$ 70.00

ORDER DATE : May 15, 1998

ORDER TIME : 5:01 PM

ORDER NO. : 821498-005

CUSTOMER NO: 9643A

CUSTOMER: Mr. Ronald J. Klein
SACHS, SAX & KLEIN, P.A.

P. O. Box 810037

Boca Raton, FL 33481-0037

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 11:04

DOMESTIC FILING

NAME: SCHINDLER CONSULTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

REC'D
98 MAY 18 PM 8:24
DIVISION OF CORPORATIONS
18/98

ARTICLES OF INCORPORATION
OF
SCHINDLER CONSULTING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 11:04

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: Schindler Consulting, Inc., 5448 NW 41st Terrace, Boca Raton, FL 33496.

ARTICLE II

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

ARTICLE III

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

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
10,000	\$.01	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 this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation shall be 5448 NW 41st Terrace, Boca Raton, FL 33496, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Oswald Schindler.

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 director(s) of the Corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Oswald Schindler	5448 NW 41 st Terrace, Boca Raton, FL 33496
Marcia Ann Schindler	5448 NW 41 st Terrace, Boca Raton, FL 33496

ARTICLE VIII

The name and address of the incorporator is: Oswald Schindler, 5448 NW 41st Terrace, Boca Raton, FL 33496

ARTICLE IX

No contract or other transaction between this Corporation 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, or 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.

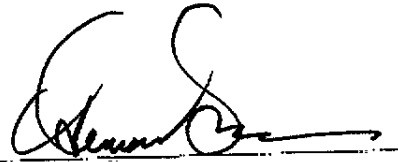
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First -- That Schindler Consulting, Inc. desiring to organize under the laws of the State of Florida, has named Oswald Schindler as its statutory registered agent.

Having been named the statutory 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.

Dated this 3TH day of May, 1998.



Oswald Schindler,
Registered Agent

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