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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 8:59

May 6, 1998

Carlton J Lloyd
87 Mentor Drive
Naples, FL 34110

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-05/18/98-01087--001
*****70.00 *****70.00

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

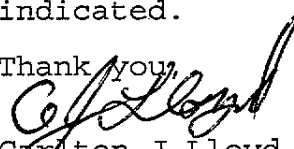
EFFECTIVE DATE
5-15-98

Subject: Incorporation for Profit
Section 607.0120

Attached are the Articles of Incorporation for LLOYD CONSULTING, INC., to be recorded by the State of Florida. Please return a copy of these articles to Carlton J Lloyd, 87 Mentor Drive, Naples, FL 34110. Attached is Check # 407 for Seventy Dollars for the filing and registration fees.

Questions relative to the corporation may be directed to Carlton J. Lloyd, 941-513-9625 or mail to the address indicated.

Thank you,


Carlton J Lloyd

Incls:

Articles of Incorporation
Check #

D. BROWN MAY 20 1998

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EFFECTIVE DATE
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ARTICLES OF INCORPORATION
OF
LLOYD CONSULTING, INC.

The undersigned for the purpose of forming a corporation for profit under the provisions of Chapter 607.0202, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on Corporations pursuant to the provisions thereof, and do hereby make, subscribe, certify, and acknowledge and file these Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of this corporation is:

LLOYD CONSULTING, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual, and shall be deemed to have commenced its existence on May 15, 1998.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Aggregate number of shares which the corporation has authority to issue is One Hundred (100) all of which shall be common shares with a par value of \$ 1.00. The consideration for the issuance of shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor of services actually performed for the corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 87 Mentor Drive, Naples, FL 34110 and the name of the initial registered agent is Carlton J Lloyd, 87 Mentor Drive, Naples, FL 34110.

ARTICLE VI - DIRECTORS

The corporation shall be authorized to conduct business with two (2) or more directors; however, the maximum number of directors at any time shall not exceed ten (10) in number, and the beginning number of directors shall be two (2) in number, which number may be changed at any special or general meeting of the stockholders. The names and addresses of the first board of directors is:

NAME	ADDRESS
Carlton J Lloyd	87 Mentor Drive, Naples, FL 34110
Lisa A Lloyd	87 Mentor Drive, Naples, FL 34110

ARTICLE VII - INCORPORATORS


The names and addresses of the Incorporators are:

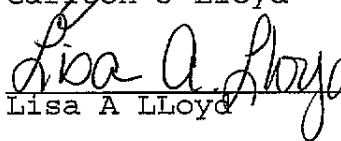
NAME	ADDRESS
Carlton J Lloyd	87 Mentor Drive, Naples, FL 34110
Lisa A Lloyd	87 Mentor Drive, Naples, FL 34110

ARTICLE VIII - BYLAWS

The bylaws of the corporation are to be made, altered, or rescinded by a majority vote of the stockholders of the corporation at either an annual or special meeting that may be called pursuant to the bylaws of the corporation. At any such meeting, for the purpose of making, altering, or rescinding by laws, there must be approval of such action by fifty-one (51%) percent of the stock holders of the corporation.

In witness whereof, we have executed the foregoing Articles of Incorporation on the 15th day of May 1998.


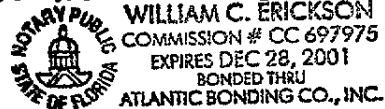

Carlton J Lloyd


Lisa A Lloyd

STATE OF FLORIDA
COUNTY OF COLLIER

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Carlton J Lloyd and Lisa A Lloyd, to me known to be the persons described as Incorporators of and who executed the foregoing Articles of incorporation and acknowledged that they executed the same for the purposes therein contained.

WITNESS MY HAND and Official Seal in the County and State last aforesaid the *6TH* day of *MAY*, 1998.

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APPOINTMENT OF INITIAL REGISTERED AGENT

LLOYD CONSULTING, INC., a corporation organizing under the laws of the State of Florida, with its principal place of business at 87 Mentor Drive, Naples, FL 34110, has named Carlton J Lloyd, 87 Mentor Drive Naples, FL 34110 its initial registered agent to accept service of process within the State of Florida.

Dated 4/6/98

Carlton J Lloyd
Carlton J Lloyd

Lisa A Lloyd
Lisa A Lloyd

ACCEPTANCE

I agree, as Initial Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as is required by law.

Carlton J Lloyd
Carlton J Lloyd
Registered Agent