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OF COUNSEL
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LAURIE B. HUSS

May 11, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-05/18/98--01020--014
****122.50 ****122.50

RE: GULFSTREAM CONSULTING GROUP, INC.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation and this firm's check in the amount of \$122.50.

Please file this corporation and forward a conformed copy of same back to this office in the stamped addressed envelope provided herewith.

Thank you for your consideration.

Very truly yours,


Bradford J. Beilly

BJB:cd
Enclosure

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
GULFSTREAM CONSULTING GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is GULFSTREAM CONSULTING GROUP, INC.

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: SUBCHAPTER S CORPORATION

The corporation elects to be organized as a Subchapter S Corporation in accordance with Internal Revenue Service designation.

ARTICLE V: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be 500 shares having a par value of One Dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of the Corporation will be Andrew C. Deme, 6551 S. W. 8th Court, Plantation, Florida 33317. The initial street address of the principal office of the Corporation will be 6551 S. W. 8th Court, Plantation, Florida 33317. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The Corporation will have one director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of each person who is to serve as a member of the initial Board of Directors is:

ANDREW C. DEME
6551 S. W. 8th Court
Plantation, FL 33317

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is ANDREW C. DEME, 6551 S. W. 8th Court, Plantation, FL 33317.

ARTICLE IX: AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

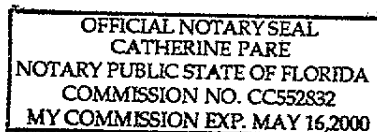
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 17th day of May, 1998.

Andrew C. Deme
ANDREW C. DEME

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ANDREW C. DEME, as Director and President, known to me and known to be the person who executed the following Articles of Incorporation.

Catherine Pare
Printed/Typed Name: _____
Notary Public-State of Florida
Commission Number: _____



CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

GULFSTREAM CONSULTING GROUP, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation has named **ANDREW C. DEME**, 6551 S. W. 8th Court, Plantation, Florida 33317, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent of process for the above reverend corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.



ANDREW C. DEME

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