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***122.50 ***122.50

TO:DIVISION OF CORPORATIONS
FROM: MAX A. ADAMS,Esq.
RE: FILING OF S CORPORATION

This shall serve as notice of the intent of Union Consulting, Inc. to file as a legal S Corporation in the State of Florida. A check in the amount of \$122.50 is enclosed made out to the Department of State. The articles of Incorporation are also enclosed along with the S corporation election. The effective date of the company will be 7/1/98. If you should have any questions please feel free to call me at my office at the number listed above. Again, the entity is requesting the name Union Consulting, Inc.

Thank You,


Max A. Adams, Esq.

FILED
98 JUL -1 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-2-98

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Union Consulting, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4349 N.W. 36th
Miami, Fla. 33166

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Max A. Adams
1177 Kane Concourse, Suite 104
Bay Harbor Islands,
Miami Beach, Florida 33154

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

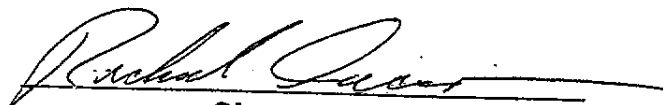
Richard V. Iacino
9100 S.W. 54st
Cooper City, Fla. 33328

ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is(are):

Richard V. Iacino
9100 S.W. 54st
Cooper City, Fla. 33328

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 20th day of February, 1998.



Signature

Richard IACINO

Articles of Incorporation
Filing Fee - \$35

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Union Consulting Inc.
2. The name and address of the registered agent and office is:

Max A. Adams

(NAME)

1177 Kane Concourse, Suite 104 / Bay Harbor Islands

(P.O. BOX NOT ACCEPTABLE)

Miami Beach, Florida 33154

(CITY/STATE/ZIP)

FILED
98 JUL -1 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Max A. Adams

Max A. Adams

DATE

2/10/98

REGISTERED AGENT FILING FEE: \$35.00