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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: HADLEY CONSULTING, INC.

AUDIT NUMBER.....H98000012458

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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98 JUL -6 PM 4:00
TALLAHASSEE, FLORIDA

F. CHESSEY JUL 7 1998

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the Corporation shall be:

HADLEY CONSULTING, INC.

The principal place of business of this Corporation shall be:

1055 N. Dixie Freeway, Ste. 4
New Smyrna Beach, Fl 32168

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE II - TERM OF EXISTENCE

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$10,000.00.

ARTICLE VI - DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one.

PREPARED BY: BARRY N. BRUMER
1055 N. Dixie Freeway, Suite 4
New Smyrna Beach, Fl. 32168
(904) 426-1257

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ARTICLE VII - INITIAL DIRECTORS

The name and address of the members of the first Board of Directors is:

NAME: Glen R. Hadley
ADDRESS: 2006-77 St. Clair Avenue East
Toronto, ON, Canada M4T 1M5

NAME: Betty Hwang
ADDRESS: 2006-77 St. Clair Avenue East
Toronto, ON, Canada M4T1M5

ARTICLE VIII - SUBSCRIBERS AND OFFICERS

The name and address of each subscriber to the stock of this Corporation, the number of shares each agrees to take, the value of consideration therefore, and their offices in the Corporation is:

NAME: Glen R. Hadley
ADDRESS: 2006-77 St. Clair Avenue East
Toronto, ON, Canada M4T 1M5

OFFICE : President and Treasurer

NAME: Betty Hwang
ADDRESS: 2006-77 St. Clair Avenue East
Toronto, ON, Canada M4T 1M5

OFFICE: Secretary

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed to them by the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention on a certain amendment to these Articles of Incorporation be made.

ARTICLE X - INCORPORATOR

The incorporator of these Articles of Incorporation is Barry N. Brumer, Esquire, 1055 N. Dixie Freeway Suite 4 New Smyrna Beach, FL 32168.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI - REGISTERED AGENT

The initial registered agent, for notices and service of process, is Barry N. Brumer, Esquire, 1035 N. Dixie Freeway, Suite 4, New Smyrna Beach, FL 32168.

Barry N. Brumer
Barry N. Brumer, Esquire

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Barry N. Brumer, Esquire, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 12 day of June, 1998.

NOTARY PUBLIC STATE OF FLORIDA
JO ELLEN BRUMER
COMMISSION # CC887358
EXPIRES 7/29/2001
BONDED THRU ASA 1-888-NOTARY1

Jo Ellen Brumer
Notary Public State of Florida at Large
My Commission Expires:

ACCEPTANCE BY RESIDENT AGENT

Barry N. Brumer, Esquire, does hereby accept his appointment as registered agent for HADLEY CONSULTING, INC.

Barry N. Brumer
Barry N. Brumer, Esquire

The above instrument was sworn to and subscribed before me this 12 day of June, 1998.

NOTARY PUBLIC STATE OF FLORIDA
JO ELLEN BRUMER
COMMISSION # CC887358
EXPIRES 7/29/2001
BONDED THRU ASA 1-888-NOTARY1

Jo Ellen Brumer
Notary Public State of Florida at Large
My Commission Expires: