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HILDA A. FLURIACH

ATTORNEY AT LAW  
8620 N.E. 2ND AVENUE, MIAMI SHORES, FLORIDA 33138, (305) 551-7292

FILED STATE  
SECRETARY OF CORPORATIONS  
98 JUL 20 PM 12:56

July 16, 1998

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

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-07/20/98--01037--002  
\*\*\*\*\*131.25 \*\*\*\*\*131.25

RE: BUSINESS CONSULTING GROUP, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for Business Consulting Group, Inc. together with a check in the amount of \$131.25.

This represents the cost of the filing fee, certified copy of the Articles of Incorporation, Certificate and fee for Registered Agent designation for the above named corporation. Please return the certified copy and any other correspondence to:

Hilda A. Fluriach, Esq.  
8620 N.E. 2nd Avenue  
Miami Shores, Florida 33138

Sincerely,

  
Hilda A. Fluriach, Esq.

cc: Business Consulting Group, Inc.

D. BROWN JUL 22 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**BUSINESS CONSULTING GROUP, INC.**

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**ARTICLE I**  
**NAME**

The name and address of this corporation is: Business Consulting Group, Inc.  
Located at 1111 Austria Avenue, Coral Gables, Florida 33134.

**ARTICLE II**  
**PURPOSE**

The purpose of this corporation is to engage in the business of providing business solutions to the public, by means of generating business designs and software generation. Sale of computer hardware will also be an objective of this corporation.

Additionally, this corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

**ARTICLE III**  
**Capital Stock**

This corporation is authorized to issue one-hundred (100) shares of common stock of \$1.00 par value each.

**ARTICLE IV**  
**Preemptive Rights**

Every shareholder, upon the sale of any new common stock, or any treasury common stock, shall have the right to purchase his pro-rata share of said stock (as nearly as it may be done without the issuance of fractional shares) at the price at which it is offered to other. "Pro-rata" means, in this Article, in the proportion the number of shares already owned by the shareholder bears to the total number of shares of the corporation already issued and outstanding by the corporation. In case any shareholder does not make use of his preemptive rights, such rights will accrue to the rest of the shareholders, also pro-rata. These preemptive rights also encompass authorized shares issued within six (6) months from the effective date of incorporation.

**ARTICLE V**  
**Rights of First Refusal**

In the event a shareholder receives a bona fide offer acceptable to him for purchase of all or a portion of his share (or any rights or interest therein), such shareholder (herein referred to as the Offering Shareholder) shall give written notice of such offer to the Secretary of the Corporation and to all other shareholders by registered mail at the address listed in the corporation's books. The notice to the corporation shall be sent to the corporate office. The notice must set forth the name of the proposed transferee, the number of shares to be transferred, the price per share and all other terms and conditions of the proposed transfer.

On receipt of the notice with respect to such offer, the Corporation shall have the exclusive right and option, exercisable at any time during a period of fifteen (15) days from the date of delivery of the notice, to purchase the shares of the corporation covered by the offer in question at the same price and on the same terms and conditions of the offer as set out in such notice. If the Corporation decides to exercise the option, it shall give written notification of this effect to the shareholder desiring to sell, and said sale and purchase shall be closed within thirty (30) days thereafter. If the Corporation does not elect to exercise its option to purchase any or all of the offered shares, it shall, prior to the expiration of the fifteen (15) day period stated above, notify the other shareholders of its election and each of the remaining shareholders shall be entitled during a period of fifteen (15) days from the date of receipt of said notice to purchase that portion of the offered shares (not so purchased by the Corporation) that the number of shares held by him bears to the number of shares held by all shareholders electing to purchase (and actually purchasing the offered shares) on the same terms and conditions as set out in the offer.

Each shareholder electing to purchase (herein referred to as "purchasing shareholder") shall promptly give notice to the Secretary of the Corporation of the maximum number of offered shares that he is willing to purchase. If the purchasing shareholders desire to purchase any of the shares that are subject to the offer, the Secretary shall give written notification to this effect to the offering shareholder; the sale to the purchasing shareholder shall be closed within thirty (30) days thereafter. In the event that the purchasing shareholders do not intend to purchase all of the offered shares, the offering shareholder shall have the right to transfer all of the offered shares which the purchasing shareholders do not intend to acquire to the prospective purchaser, provided, further, that the right of the corporation to exercise its option to

purchase shall be subject to the laws of the State of Florida governing the rights of a corporation to purchase its own shares.

Similar rights of purchase or option to purchase will accrue to the corporation and to the rest of the shareholders in the case anyone of such shareholders becomes disabled, bankrupt, files for voluntary bankruptcy or someone files to have him declared bankrupt (unless the case is dismissed by the court within a reasonable time), makes an assignment in favor of creditors, or dies. The purchase price per share of stock in this case will be determined by an evaluation to be made as of about the middle of the last fiscal year of the corporation by an outside, independent appraiser, who will determine, as exactly as possible, the value of such share, using generally accepted accounting methods. The same right shall accrue to the corporation or to the rest of the shareholders, if the shares of a shareholder are levied upon, sold either publicly or privately as a consequence of the existence of any security interest in them, or any similar matter.

#### **ARTICLE VI**

##### **Initial Registered Office and Agent**

The initial registered office of this corporation is: Hilda Fluriah, Esq. Located at 8620 N.E. 2<sup>nd</sup> Avenue, Miami, Florida 33138.

#### **ARTICLE VII**

##### **Initial Board of Directors**

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The initial directors of this corporation are:

Name

Street Address

Lucia Delgado  
Juan Quesep

1309 Asturia Ave, Coral Gables Florida, 33134  
9770 S.W. 20<sup>th</sup> Street, Miami, Florida 33165

**ARTICLE VIII**

**Incorporators**

The name of the person signing these articles are:

Name

Street Address

Lucia Delgado  
Juan Quesep

1309 Asturia, Coral Gables Florida, 33134  
9770 S.W. 20<sup>th</sup> Street, Miami, Florida 33165

**ARTICLE IX**

**Officers**

This corporation shall have the following officers: President, Vice-President, Secretary and Treasurer.

Name

Street Address

Lucia Delgado - President  
Juan Quesep - Vice President  
Lucia Delgado – Sec/Treasurer

1309 Asturia, Coral Gables, Florida 33134  
9770 S.W. 20<sup>th</sup> Street, Miami, Florida 33165  
1309 Asturia, Coral Gables, Florida 33134

## **ARTICLE X**

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors.

## **ARTICLE XI**

### **Procedure in Case of Deadlock**

In case of deadlock in any decision to be made by the Board of Directors and/or shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision by the majority stockholder of this corporation.

The decision of this individual shall be binding on the corporation, its directors, officers and shareholders and shall be considered the act of the Board of Directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.


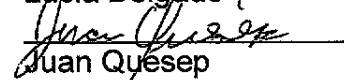
**ARTICLE XII**

**Date of Commencement**

The effective date of commencement of this Corporation is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed the

Articles of Incorporation, this 14<sup>th</sup> day of July, 1998.

  
Lucia Delgado  
  
Juan Quesep

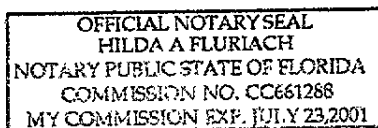
STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME the undersigned authority, personally appeared LUCIA DELGADO and Juan Quesep who presented the following form of I.D: personally known to me, known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same, this 14<sup>th</sup> day of July, 1998.

My Commission Expires:

  
Notary Public





**CERTIFICATE OF ACKNOWLEDGMENT**  
**OF REGISTERED AGENT**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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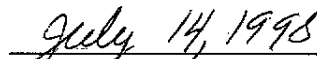
**CERTIFICATE OF REGISTERED AGENT**  
**OF**  
**BUSINESS CONSULTING GROUP**

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 1309 Asturia, Coral Gables, FL 33134, has named Hilda Fluriah, Esq. Located at 8620 N.E. 2<sup>nd</sup> Avenue, Miami Shores, FL 33138, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law 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.

  
Registered Agent

  
Date