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September 4, 1998

SENT VIA OVERNIGHT COURIER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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****122.50 ****122.50

SUBJECT: SELLERS CONSULTING SERVICES, INC.

Enclosed is an original and one(1) copy of the articles of incorporation, an original certificate designating registered agent and registered office, and a check for:

Filing Fee & Certificate - \$122.50

FROM: Penelope A. Sellers
1011 Princess Lane
Venice, FL 34293
(941) 493-3115

FILED
SEP - 8 AM 8:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Please return the filed Articles and Certificate of Status in the enclosed overnight courier packer.

Sincerely,


PENELOPE A. SELLERS

Enclosures

ARTICLES OF INCORPORATION
FOR
SELLERS CONSULTING SERVICES, INC.

These Articles of Incorporation are signed by the incorporators for the purpose of forming a profit corporation pursuant to Chapter 607 of the Florida Statutes, known as the Florida General Corporation Act.

ARTICLE I
NAME OF CORPORATION

The name of the Corporation is Sellers Consulting Services, Inc.

ARTICLE II
PURPOSES

The purpose or purposes for which the corporation is organized are as follows:

To provide consulting, management, supervisor, accounting, technical and other services and advice for any person, firm, association or corporation, domestic or foreign, by contract or otherwise, and to receive therefor fixed or contingent compensation, or compensation in the form of commissions, management fees, shares in gross or net receipts or profits, or in any other manner or upon any other terms whatsoever, or so to act without direct compensation.

The corporation may exercise any powers, without any limitation whatsoever, which a corporation may legally exercise under Chapter 607 of the Florida Statutes, known as the Florida General Corporation Act.

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TALLAHASSEE, FLORIDA

Without, in any particular, limiting any of the objects or purposes or powers of the company, it is hereby expressly declared and provided that the company shall have power to do all acts or things necessary, incidental or convenient to do, or calculated directly or indirectly, to promote the interests of the company, or enhance the value or render profitable any of its property or rights; and in carrying on its business, or for the purpose of obtaining or furthering any of its objects, to do any and all acts and things and to exercise any and all other powers which a natural person could do and exercise and which now or hereafter may be authorized by law.

The corporation may engage in any and all lawful activities, or businesses, permitted under the laws of the United States, State of Florida or any other state or country.

The corporation may enter into, make and perform contracts of any kind, with any person, firm or corporation, municipality, state, country, or dependency thereof.

The corporation may acquire, and make payment therefor in cash or in the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, corporation, or association, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

IN GENERAL, the corporation may do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustee, or otherwise, either alone or in company with others, and to carry on any other business in connection therewith, and to do all things not forbidden and with all the powers conferred upon corporations by the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The total authorized capital stock is:

50,000 common shares, with par value of \$1.00.

ARTICLE IV
VOTING RIGHTS OF STOCKHOLDERS

Each share of common stock shall be entitled to one vote on all matters that may properly come before the corporation. At each meeting for the election of Directors, each stockholder shall have as many votes as the number of shares of common stock owned by him, multiplied by the number of Directors to be elected at such meeting. These votes may be divided among the number of Directors to be elected by the stockholders in such proportion as the holder may desire.

ARTICLE V
DIVIDENDS

Each share of common stock shall share equally in any dividend, and any whole or partial liquidation of the corporation, voluntary or otherwise. Such dividends may be paid out of any fund legally available for such purpose.

ARTICLE VI
STOCK RESTRICTIONS

No stockholder shall sell, offer for sale, or attempt to transfer any of his stock, or mortgage, pledge, hypothecate or otherwise encumber any of his stock, nor shall the corporation be required

to transfer any stock on the books of the corporation, except to other stockholders (unless all the stockholders shall have first consented to such transfer), unless said stockholder shall have first offered his stock, in writing, to the corporation. The corporation shall have a period of 120 days after such offer within which to elect to acquire the stock at a price equal to the book value of the stock on the date it is offered for sale.

ARTICLE VII
REGISTERED CORPORATE OFFICE AND RESIDENT AGENT

The address of the principal registered office is 1011 Princess Lane, Venice, Florida 32399.
The mailing address of the corporation is Post Office Box 1988, Venice, Florida 34284.

The name of the registered agent is Penelope A. Sellers whose address is 1011 Princess Lane, Venice, Florida 32399.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is as follows:

Penelope A. Sellers	1011 Princess Lane, Venice, Florida 32399.
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ARTICLE IX
BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is :

Name	Address
Penelope A. Sellers	1011 Princess Lane, Venice, FL 34293

ARTICLE X
STOCKHOLDERS PRIVATE PROPERTY

The private property of the stockholders shall not be subject to the payment of corporate

debts to any extent whatsoever, except as otherwise provided by statute.


ARTICLE XI
AMENDMENTS

The corporation reserves the right to alter, amend, or repeal any provision contained herein, and all rights and powers herein conferred on the directors and stockholders are granted subject to this reservation.

ARTICLE XII
SECTION 1244 INTERNAL REVENUE CODE

The capital stock of the corporation shall be issued in accordance with a written plan whereby such stock shall qualify as "Section 1244 Stock" under Section 1244, of the United States Internal Revenue Code, and the corporation shall qualify as a "Small Business Corporation" under Section 1244.

These Articles of Incorporation are hereby executed this 4th day of September, 1998.


Penelope A. Sellers

ACKNOWLEDGMENT

STATE OF GEORGIA
COUNTY OF COBB

I HEREBY CERTIFY that Penelope A. Sellers, who is personally known to me, personally appeared before me and acknowledged before me that she is the Incorporator of Sellers Consulting Services, Inc., a Florida corporation; that she executed the foregoing Articles of Incorporation for and on behalf of said corporation, and that the statements contained therein are true and correct.

WITNESS my hand and official seal in the State of Georgia and County aforesaid, this 4th day of September, 1998.

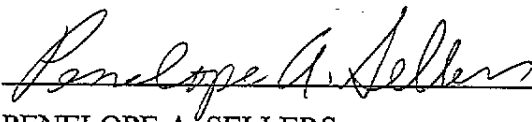

NOTARY PUBLIC, STATE OF GEORGIA

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned, the designated registered agent for this corporation, hereby acknowledges that she is familiar with, and accepts the duties and responsibilities as registered agent for said corporation.



PENELOPE A. SELLERS

Date: September 4, 1998

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