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September 15, 1998

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300002641993-4  
-09/17/98-01049-014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: HOLMES & WATSON CONSULTING, INC.  
Articles of Incorporation

Gentlemen:

I enclose two originally executed sets of Articles of Incorporation for the following corporation: **Holmes & Watson Consulting, Inc., a Florida corporation.** Please file same with the Florida Secretary of State's office immediately upon your receipt of these Articles, and return a copy to me by regular mail as proof of filing, as well as a Certificate of Status.

I enclose my check number 1871 in the amount of \$78.75 in full payment of the requisite incorporation and certificate of status fee. Thank you for your assistance in this matter.

Very truly yours,

*David A. Schwartz*

DAVID A. SCHWARTZ  
Attorney at Law

DAS:ch  
Enclosure as indicated

FILED  
98 SEP 17 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-20-98  
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FILED  
98 SEP 17 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HOLMES & WATSON CONSULTING, INC.

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

IDENTIFICATION

The name of this corporation is **HOLMES & WATSON CONSULTING, INC.**, having a principal place of business at 11701 S.W. 10th Street, Pembroke Pines, Florida 33025.

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

ARTICLE III

AUTHORIZED SHARES

The capital stock of this corporation shall consist of 10,000 Shares of Common Stock of \$0.01 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

#### ARTICLE IV

##### REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his address is as follows: David A. Schwartz, Esquire, 8181 West Broward Boulevard, Suite 204, Plantation, Florida 33324.

#### ARTICLE V

##### INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: Diane Douglas-Bruno, 11701 S.W. 10th Street, Pembroke Pines, Florida 33025.

#### ARTICLE VI

##### ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

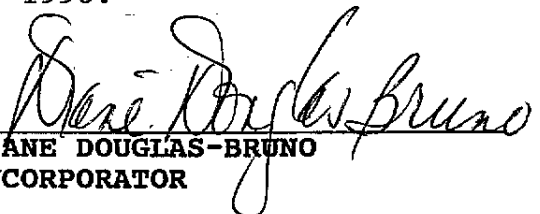
2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-laws shall be in the Board of Directors of the corporation or in the stockholders; By-laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

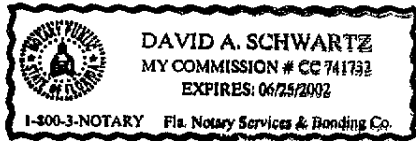
IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at the City of Plantation, Broward County, Florida, for the uses and purposes aforesaid this 15th day of September, 1998.

  
DIANE DOUGLAS-BRUNO  
INCORPORATOR

STATE OF FLORIDA )  
: SS.  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared Diane Douglas-Bruno, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and she has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Plantation, Broward County, Florida, this 15th day of September, 1998.



*David A. Schwartz*  
(Signature of Notary Public  
State of Florida)

My Commission Expires:

Personally Known ☒ OR Produced Identification ☐  
Type of Identification Produced: \_\_\_\_\_

DID Take Oath ☒ OR DID NOT Take Oath ☐

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

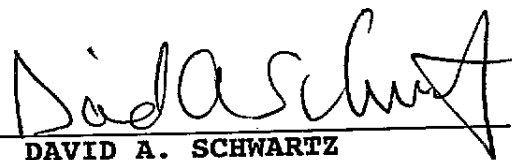
In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

HOLMES & WATSON CONSULTING, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Pembroke Pines, County of Broward, State of Florida, has named David A. Schwartz, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Section 607.0505 of the Florida Statutes.

By



**DAVID A. SCHWARTZ**  
Registered Agent

**FILED**  
98 SEP 17 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA