

P98000085367

Florida Dept. of State  
Corporate Division  
P.O Box 6327  
Tallahassee, FL 32314

Gentlemen:

Re: Boca Enterprise Consulting, Inc.

Enclosed are an original and one copy of the articles of incorporation for the above company. Please file the original in your office and certify and return to me one certified copy.

I am enclosing check in the amount of \$122.50 to cover the cost of filing fee, Certificate designating registered agent, and certified copy.

Your attention is appreciated.

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
BOCA ENTERPRISE CONSULTING, INC.

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for the profit under the laws of the State of Florida

**ARTICLE I**

**NAME**

The name of the corporation is Boca Enterprise Consulting, Inc.

**ARTICLE II**

**TERMS OF EXISTENCE**

This corporation shall commence as of the date of the filing of these Articles of incorporation with the Secretary of State and shall have perpetual existence.

**ARTICLE III**

**NATURE OF BUSINESS**

This corporation may engage in any lawful act or activity for which authorized corporations may be organized under the laws of the United States of America and of this State.

**ARTICLE IV**

**CAPTIAL STRUCTURE**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

**ARTICLE V**

**INITIAL RESISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent of this corporation shall be Anthony G. Howell.

The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent is 18813 Cloud Lake Circle, Boca Raton, FL 33496.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida. The principal address of the office is 18813 Cloud Lake Circle, Boca Raton, FL 33496.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

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There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial board of directors, the number of directors shall be decided by resolution of the shareholders.

#### **ARTICLE VII**

The name and street address of the members of the initial Board of Directors for Boca Enterprise consulting, Inc., this corporation, who, subject to these articles of incorporation and the laws of the state of Florida, shall hold office until the first annual meeting of the share holders or until their successors are elected an qualified, or until their resignation, removal from office or death are:

<b>Name</b>	<b>Street Address</b>
Anthony G. Howell	18813 Cloud Lake Circle, Boca Raton, FL 33496

#### **ARTICLE VIII INCORPROATION**

The name and street address of the incorporator is:

Anthony G. Howell 18813 Cloud Lake Circle, Boca Raton, FL 33496.

#### **ARTICLE IX BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors or shareholders.

#### **ARTICLE X INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XI PRE-EMPTIVE RIGHTS**

Every shareholder, upon sale of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price which is offered to others.

#### **ARTICLE XII AMENDMENT OF ARTICLES OF INCORPORATION**

These articles of incorporation may be amended at any time by a resolution adopted by a majority vote of the board of directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment of these articles of incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these articles of incorporation this 28th day of September, 1998.

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

In compliance with section 48.091, Florida Statutes, the following is submitted:

Boca Enterprise Consulting, inc., desiring to organize or qualify under the laws of the state of Florida, with its principal place of business in the city of Boca Raton, state of Florida, has named Anthony G. Howell located at 18813 Cloud Lake Circle, Boca Raton, FL 33496, as its agent to accept service of process within the state of Florida.

ACKNOWLEDGMENT:

Having been named to service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statues relative to the proper and complete performance of my duties.

Anthony Howell  
Registered Agent

9/29/98  
Date

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STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me personally appeared Anthony G. Howell to me well known and known to me to be the individual described in an who executed the foregoing, and he swore to and acknowledged before me that he executed the same for the purpose therein expressed. *Presented 7 D.*

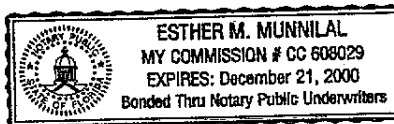
Witness my hand and official seal in the county and state above this 29th  
day of September 1998

*ID - FOR Anthony Howell*

*Florida Div. Lic.*

*# H400-007-76-090-0.*

*Esther M. Munnial*  
Notary Public  
My Commission Expires: *Esther M. MUNNIAL 9/*



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