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FILED  
OCT 12 AM 10:14  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*Via U.S. Priority Mail*

September 10, 1998

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, FL 32314

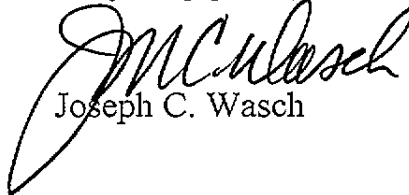
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-09/14/98--01047--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: APC Consulting Corp.

Dear Sir/Madam:

Enclosed for filing, please find Articles of Incorporation for the captioned corporation. Accompanying the Articles is a check in the amount of \$70.00 in payment of the filing fee. A photocopy of the Articles is enclosed. Please file-stamp the copy and return it the undersigned. Thank you.

Very truly yours,

  
Joseph C. Wasch

JCW:ns

Enclosure

SD  
10/13  
W98-21218



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 17, 1998

JOSEPH C. WASCH, ESQ.  
888 EAST LAS OLAS BLVD., STE. 210  
FT. LAUDERDALE, FL 33301

SUBJECT: APC CONSULTING CORP.  
Ref. Number: W98000021218

We have received your document for APC CONSULTING CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Davis  
Document Specialist Supervisor

Letter Number: 098A00047057

**ARTICLES OF INCORPORATION**  
**OF**  
**APC CONSULTING CORP.**

**FILED**  
98 OCT 12 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of the corporation shall be:

**APC CONSULTING CORP.**

**ARTICLE II**  
**PRINCIPAL OFFICE**

The mailing address of the initial principal office of this corporation is 6310 Hutchinson Road, Miami Lakes, FL 33014. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

**ARTICLE III**  
**PURPOSE**

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.01 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V  
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI  
INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Joseph C. Wasch. The street address of the initial registered agent of this corporation is Suite 210, 888 E. Las Olas Boulevard, Fort Lauderdale, Florida 33301.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The name and address of the initial Director of this corporation is:

Charles J. Fiorenzi  
6310 Hutchinson Road  
Miami Lakes, FL 33014

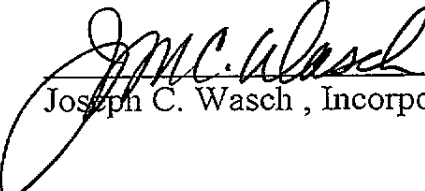
ARTICLE VIII  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX  
INCORPORATOR

The name and street address of the person signing these Articles is Joseph C. Wasch, 888 East Las Olas Boulevard, Suite 210, Fort Lauderdale, Florida 33301.

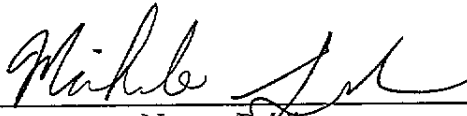
The undersigned has executed these Articles of Incorporation this 10th day of September, 1998.

  
\_\_\_\_\_  
Joseph C. Wasch, Incorporator

STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF BROWARD )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joseph C. Wasch, who is personally known to me ~~or who has produced~~ \_\_\_\_\_ as identification and who did (did not) take an oath, the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on September 10, 1998.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
98 OCT 12 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

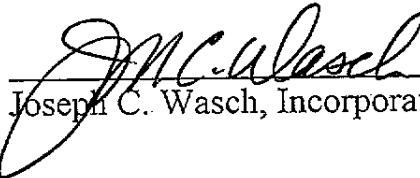
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**APC CONSULTING CORP.**

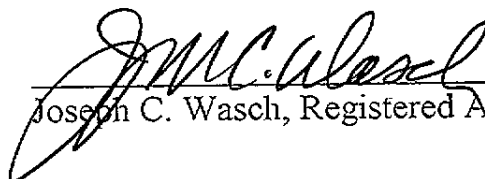
2. The name and address of the registered agent and office is: Joseph C. Wasch, Suite 210, 888 E. Las Olas Blvd., Fort Lauderdale, Florida 33301.

Dated: September 10, 1998

  
Joseph C. Wasch, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES 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.

Dated: September 10, 1998

  
Joseph C. Wasch, Registered Agent