



ACCOUNT NO. : 072100000032

REFERENCE : 993858 4322918

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : October 13, 1998

ORDER TIME : 9:24 AM

ORDER NO. : 993858-005

CUSTOMER NO: 4322918

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CUSTOMER: Ms. Cindy Woolheater
ECKERT SEAMANS CHERIN &
ECKERT SEAMANS CHERIN &
600 Grant Str.
42nd Floor
Pittsburgh, PA 152192787

DOMESTIC FILING

NAME: SJH CONSULTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 13 PM 12:05

RECEIVED
98 OCT 13 AM 10:38
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION OF
SJH CONSULTING, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 13 PM 12:05

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

First: The corporate name for the corporation (hereinafter called the "corporation") is:

SJH CONSULTING, INC.

Second: The address, wherever located, of the principal office of the corporation, if known, is:

SJH Consulting, Inc.
c/o Halmos Holdings, Inc.
21 W. Las Olas Boulevard
Fort Lauderdale, FL 33066

Third: The mailing address, wherever located, of the corporation is:

SJH Consulting, Inc.
c/o Halmos Holdings, Inc.
21 W. las Olas Boulevard
Fort Lauderdale, FL 33066

Fourth: The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$1.00 dollar each and are of the same class and are to be common shares.

Fifth: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301-2607.

The name of the initial registered agent of the corporation at the said registered office is c/o Corporation Service Company.

The written acceptance of the said initial registered agent, as required in Section 607.0501 (3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

Sixth: The name and address of the incorporator are:

Name

Cynthia L. Woolheater

Address

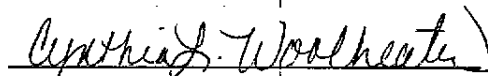
c/o Eckert Seamans Cherin & Mellott, LLC
600 Grant Street, 44th Floor
Pittsburgh, PA 15219

Seventh: The purposes for which the corporation is organized, shall be the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

Eighth: The duration of the corporation shall be perpetual.

Ninth: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on October 12, 1998.


Cynthia L. Woolheater, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, 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.

Karen B. Pzai

Dated: October 13, 1998

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98 OCT 13 PM 12:05