

EDWARDS & CARSTARPHEN

A Partnership of Professional Associations
Attorneys & Consultants

DEBORAH MORDECAI EDWARDS

M. L. CARSTARPHEN*

CLAUDIO RIVERA

OF COUNSEL
KIRK DE LEON

2906 Douglas Road, Suite 201 • Coral Gables, Florida 33134

Tel: (305) 442-2249 • Fax: (305) 442-0266

1730 K Street N.W. • Washington, D.C. 20006

Tel: (202) 508-3653 • Fax: (202) 331-3759

* NOT LICENSED IN FLORIDA. LICENSED IN THE DISTRICT OF COLUMBIA AND NEBRASKA

October 12, 1998

Florida Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

500002664785--4
-10/15/98--01075--024
****122.50 *****78.75

Re: Incorporation of: Edwards & Carstarphen Consulting, Inc.

Gentlemen:

Enclosed please find an Original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed please find a check in the amount of \$122.50 for the following:

\$35.00 Filing Fee;
\$35.00 Certificate Designating Registered Agent; and
\$52.50 Certified Copy of the Articles.

Thank you for your assistance in this matter. Should you need to contact me, please call me at (305) 442-2249. I have enclosed a return envelope to facilitate return of the recorded articles.

Sincerely,

Dulce Gomez
dg
Encls.

FILED
98 OCT 15 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

EDWARDS & CARSTARPHEN CONSULTING, INC.

FILED
98 OCT 15 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

EDWARDS & CARSTARPHEN CONSULTING, INC.

The address of the principal office of this corporation shall be 2906 Douglas Road Suite 201, Coral Gables, Florida 33134, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may transact or engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

This maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2906 Douglas Road, Suite 201, Coral Gables, Florida 33134, and the name of the initial registered agent of the corporation is Deborah Mordecai Edwards whose address is 2906 Douglas Road, Suite 201, Coral Gables, Florida 33134.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial member of the Board of Directors is:

M.L. Carstarphen
2906 Douglas Road, Suite 201
Coral Gables, Florida 33134

ARTICLE VIII. OFFICERS

The names and address of the initial officer(s) of the corporation who shall hold office for the first year of the corporation, or until his/her successors are elected or appointed are/is:

M.L. Carstarphen
2906 Douglas Road, Suite 201
Coral Gables, Florida 33134
President, Secretary and Treasurer

Deborah Mordecai Edwards
2906 Douglas Road, Suite 201
Coral Gables, Florida 33134
Vice-President

ARTICLE IX. INCORPORATOR


The name and street address of the incorporator to these Articles of Incorporation is: Deborah Mordecai Edwards, whose address is 2906 Douglas Road, Suite 201, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 28th day of September, 1998.


DEBORAH MORDECAI EDWARDS

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

Deborah Mordecai Edwards, having a mailing address of 2906 Douglas Road, Suite 201, Coral Gables, Florida 33134, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


DEBORAH MORDECAI EDWARDS

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98 OCT 15 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA