

11/03/98

FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BERG CONSULTING, INC.

AUDIT NUMBER.....H98000020425

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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11:00 message.
11/11/98*

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ARTICLES OF INCORPORATION
OF
BERG CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be: BERG CONSULTING, Inc.

ARTICLE II

This corporation shall commence it's existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have a perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

1. Transact any and all lawful business.
2. Said corporation shall have further powers:
 - (a) To have perpetual succession by its corporate name;
 - (b) To sue and be sued, complain, and defend in it's corporate name in all actions or proceedings;
 - (c) To have a corporate seal and to use the same by causing it to be impressed or affixed;
 - (d) To purchase, take, receive, lease or acquire and otherwise deal in and with real and personal property or any interest therein;
 - (e) To sell, mortgage, pledge or otherwise create a security interest in, lease, transfer, or otherwise dispose of all or any part of it's property and assets;
 - (f) To lend money to it's officers and/or employees;
 - (g) To make contracts or guarantees and incur liabilities, borrow money, issue notes, and other obligations, and secure any of it's obligations by mortgage or pledge of all or any of it's property, franchises and income;
 - (h) To lend money and take and hold real or personal property as security of payment of funds so loaned;
 - (i) To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within and without this state;

Prepared by:

Bradley W. Schuler, Esquire
2900 University Drive
Coral Springs, Florida 33065
(954) 340 - 5888
Fl. Bar No.: 789951

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- (j) To elect and appoint officers and agents of the corporation and defend their duties and fix their compensation;
- (k) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida;
- (l) To have and exercise all powers necessary to effect its purpose.

ARTICLE IV

The aggregate number of shares which this corporation shall have the authority to issue is the total sum of 1000 shares, having an individual par value of \$.01.

The sum of the par value of all shares of stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

The holders of the outstanding shares of stock shall be entitled to receive, when, if and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the stock of the corporation.

The corporations shares of stock will not be divided into classes.

The corporation is not authorized to issue shares of stock in series.

ARTICLE V

The initial place of business for the corporation shall be at 10788 West Sample Road, Coral Springs, Florida 33065 and the corporations initial mailing address shall be at 10788 West Sample Road, Coral Springs, Florida, 33065.

ARTICLE VI

The initial street address in Florida of the initial registered office of the corporation is 2900 University Drive, Coral Springs, Florida 33065, and the name of the initial registered agent of the corporation at such address is Bradley W. Schuler, Esquire.

ARTICLE VII

The initial Board of Directors shall consist of (0) zero member(s), who need not be a resident of the State of Florida or a shareholder of the corporation. The number of directors may increase from time to time as determined by the By-laws of the corporation. No directors shall be designated for the board of directors until the first meeting of the stockholders of the corporation.

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is: Harold Berg, 10788 West Sample

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Road, Coral Springs, Florida 33065.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this _____ day of _____, 1998.

Harold G. Berg

Harold Berg, as Incorporator
and Subscriber

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

In Pursuance to Section 607.34 Florida Statutes, the following is submitted, in compliance with said act:

That BERG CONSULTING, INC, desiring to organize under the laws of the State of Florida, with it's principle office, as indicated in the Articles of Incorporation at 10788 West Sample Road, Coral Springs, County of Broward, State of Florida has named Bradley W. Schuler, located at 2900 University Drive, Suite 64, City of Coral Springs, County of Broward, State of Florida 33065 as it's agent to accept service of process within this state.

Harold A Berg
HAROLD BERG
Incorporator/President

11/3/98
Date

ACKNOWLEDGMENT:

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

By: *Bradley W. Schuler*
Bradley W. Schuler
2900 University Drive
Suite 64
Coral Springs, Florida 33065
(954) 340-5888
Florida Bar No.: 789951

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