

P98000097452

November 9, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**RE: CEJM Consulting, Inc.**

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-11/16/98--01110--001

\*\*\*\*\*78.75 \*\*\*\*\*78.75

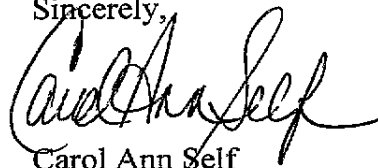
Dear Ladies/Gentlemen:

Enclosed herewith are:

1. Original executed Articles of Incorporation;
2. Check in the amount of \$78.75, representing the filing fee and certified copy of same; and
3. A self-addressed stamped envelope.

Kindly forward a certified copy of the Articles of Incorporation in the envelope provided. Thank you for your attention in this matter.

Sincerely,

  
Carol Ann Self

**Carol Ann Self**  
**2301 N.W. 184th Terrace**  
**Pembroke Pines, Florida 33029**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of this corporation is CEJM CONSULTING, INC., a Florida corporation. The corporate address is 6193 Balboa Circle, #302, Boca Raton, Florida 33433.

**ARTICLE I – DURATION**

The duration of this corporation shall be perpetual.

**ARTICLE II – PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business for which corporation may be incorporated under Chapter 607, of the Florida Statutes.

**ARTICLE III – CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue is FIVE HUNDRED (500) shares at ONE DOLLAR (\$1.00) par value, all of which are the same class, and are to be common shares.

**ARTICLE IV – PRE-EMPTIVE RIGHTS**

Every shareholder shall have the right to purchase his pro-rata share of any new stock of this corporation at the price at which it is offered to others.

**ARTICLE V – INITIAL REGISTERED OFFICER AND AGENT**

The street address of the initial registered agent of this corporation is c/o 6193 Balboa Circle, #302, Boca Raton, Florida; and the name of the Registered Agent is, at that address: EILEEN F. MESSINA.

#### **ARTICLE VI – INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one.

##### **NAME**

##### **ADDRESS**

EILEEN F. MESSINA  
(President/Director)

6193 Balboa Circle, #302  
Boca Raton, Florida 33433

#### **ARTICLE VII – INCORPORATOR**

The name and address and principal place of business of the person that is signing these Articles of Incorporation is:

##### **NAME**

##### **ADDRESS**

EILEEN F. MESSINA  
(President/Director)

6193 Balboa Circle, #302  
Boca Raton, Florida 33433

#### **ARTICLE VIII – BY-LAWS**

By-Laws may be repealed or amended, and new By-Laws may be adopted by either the Board of Directors, or the shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by the shareholders, if the shareholders specifically provide such By-Laws not subject to amendment or repeal by the Directors.

#### **ARTICLE IX – APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not approval is required by law.

#### **ARTICLE X – MANAGEMENT OF CORPORATION**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

## **ARTICLE XI – INDEMNIFICATION**

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

## **ARTICLE XII – AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE XIII – DIRECTOR'S COMEPNSATION**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

## **ARTICLE XIV – ASSETS**

The corporation shall have all of the corporate powers enumerated in Florida General Corporation Act, except that this corporation shall not have the power to sell, mortgage or pledge all or substantially all of its property and assets without prior shareholder's approval.

## **ARTICLE XV – PREFERENCE, LIMITIATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

### **Section 1. DIVIDENDS**

The holders of record of the common shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

### **Section 2. RIGHTS UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding common shares shall be paid from the remaining assets of the corporation ratably.

**Section 3. VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 1<sup>st</sup> day of November, 1998.

  
EILEEN F. MESSINA  
(Incorporator)

STATE OF FLORIDA

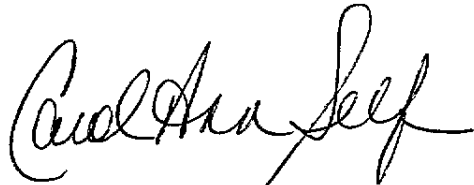
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, authorized to take acknowledgements, personally appeared EILEEN F. MESSINA who is personally known to me ~~or who has produced~~  
~~as identification~~ and who did ~~(did not)~~ take an oath, and who executed the foregoing Articles of Incorporation and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the County and State aforesaid this 1<sup>st</sup> day of November, 1998.

My Commission Expires:



  
NOTARY PUBLIC, STATE  
OF FLORIDA 'AT LARGE

**ACCEPTANCE OF REGISTERED AGENT**

Having been named in these Articles of Incorporation to accept service of process for the within stated corporation, at the place designated therein, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 1<sup>ST</sup> day of November, 1998.

  
EILEEN F. MESSINA  
(Registered Agent)

98 NOV 16 PM 1:09  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA