

GREENBERG  
ATTORNEYS AT LAW  
TRAURIG

Phillip T. Ridolfo, Jr.  
(561) 650-7993

P98000/02282

December 3, 1998

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

Re: Partners Consulting Group, Inc.

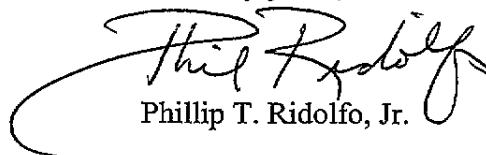
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-12/07/98--01147--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation together with a check in the amount of \$70.00 for the filing fees.

Please return a filed copy to the undersigned in the self-addressed, stamped envelope provided for your convenience. Thank you for your assistance in this matter.

Sincerely yours,

  
Phillip T. Ridolfo, Jr.

PTR/cdc

Enclosures: as stated

WPB/RIDOLFOP/204986/4#62011.DOC/12/03/98/99999.955405

FILED  
98 DEC -7 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PMC  
12/8/98

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FORT LAUDERDALE WEST PALM BEACH ORLANDO TALLAHASSEE BOCA RATON

**ARTICLES OF INCORPORATION  
OF  
PARTNERS CONSULTING GROUP, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is Partners Consulting Group, Inc. (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of the Corporation is located at the following address:

2300 Palm Beach Lakes Blvd., Suite 305  
West Palm Beach, Florida 33407

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - DURATION**

The Corporation shall have perpetual existence commencing as of the date on which these Articles of Incorporation are filed with Florida's Department of State, Division of Corporations.

**ARTICLE V - CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE VI - BYLAWS**

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

#### **ARTICLE VII - INDEMNIFICATION**

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

#### **ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office of the Corporation are:

Phillip T. Ridolfo, Jr., Esquire  
777 South Flagler Drive, Suite 300 East  
West Palm Beach, Florida 33401

#### **ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles are:

Phillip T. Ridolfo, Jr., Esquire  
777 South Flagler Drive, Suite 300 East  
West Palm Beach, Florida 33401

#### **ARTICLE X - INITIAL BOARD OF DIRECTORS**

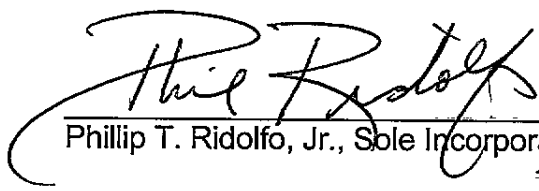
The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Douglas Cuthbert	2300 Palm Beach Lakes Blvd., Suite 305 West Palm Beach, Florida 33407

#### **ARTICLE XI - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

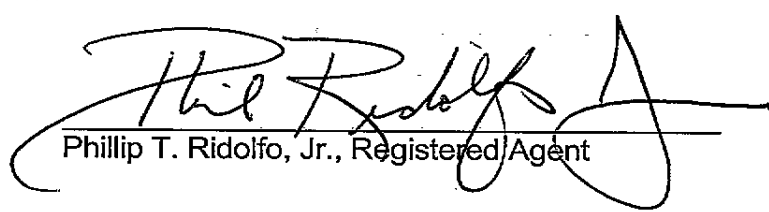
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3<sup>rd</sup> day of December, 1998.

  
Phillip T. Ridolfo, Jr., Sole Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 3<sup>rd</sup> day of December, 1998.

  
Phillip T. Ridolfo, Jr., Registered Agent

FILED  
98DEC-7 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA