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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

CALLENDER CONSULTING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

Callender Consulting, Inc.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the state of Florida.

I. NAME

The name of this corporation and initial office is:

Callender Consulting, Inc.

1101 Stanford Drive #137
Coral Gables, FL 33146

I. Duration

The period of its duration is perpetual.

III. Capital Stock

The corporation is authorized to issue 7500 shares, all of one class, at \$1.00 par value. This stock will be considered to be section 1244 stock.

IV. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Karla S. Callender
1101 Stanford Drive #137
Coral Gables, FL 33146

Prepared By:

EVAN MATZ CPA
9400 S. Dadeland Blvd
#620
Miami, FL 33156

305-202-7200
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EMPIRE CORPORATE KIT

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V. PURPOSE

The general purpose for which the corporation is organized for consulting purposes and shall include any and all business for which corporation may be incorporated under F.S. Section 607, which are lawful under the laws of the State of Florida or the United States of America.

VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation are:

Karla S. Callender
1101 Stanford Drive #137
Coral Gables, FL 33146.....Director/President.
SSN# 514-76-3655

VII. INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Karla Callender
1101 Stanford Drive #137
Coral Gables, Florida 33146

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VIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

IX. INDEMNIFICATION

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

X. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI. AMENDMENT OF ARTICLES

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

XII. NON-RESIDENT DIRECTORS

Directors need not be residents of this state or share-holders unless Articles of Incorporation or Bylaws so require.

XIII. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of

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Incorporation or Bylaws.

XIV. PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series or stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XV. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation

Karla S. Callender

Karla Callender

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STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

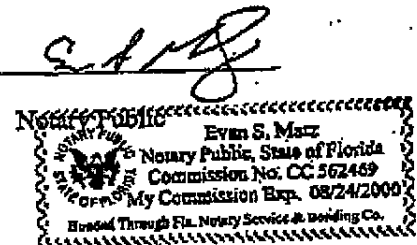
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BEFORE ME, the undersigned authority, personally appeared Karla Callender

and to me

known to be the persons who executed the foregoing Articles of Incorporation, and acknowledged to and before me that they executed such instrument. IN WITNESS WHEREOF,

I have hereunto set my hand and seal this 22 day of December, 1998.



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

In

pursuance of Chapter 43.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That Callender Consulting, Inc.

desiring to organize under the laws of the State of Florida with its principal offices, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida has named as its agent to accept service within this state,

Karla Callender located at
1101 Stanford Drive #137
Coral Gables, Florida 33146

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at 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.

Karla S. Callender
Karla Callender, Registered Agent

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