ADVANTAGE CONSULTING, INC.

99 FEB -1 PH 4: 16

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

SUBJECT:

300002761123--2 -02/02/99--01003--001 *****78.75 *****78.75 (Proposed corporate name - must include suffix) \$87.50 Filing Fee, Certified Copy & Certificate of **Status**

Enclosed is an original and one(1) copy of the articles of incorporation and a check for : ¥**2**\$78.75 \$70.00 \$78.75 Filing Fee Filing Fee Filing Fee & Certified Copy & Certificate of Status ADDITIONAL COPY REQUIRED CARLOS GARCIA FROM: Name (Printed or typed) 4821 OLD OAK TREE COURT Address ORLANDO, FLORIDA 32808 City, State & Zip (407) 521-6721 Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

ADVANTAGE CONSULTING, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 1 PM 4: 15

The undersigned incorporator, being a person competent to contract, subscribes to the Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I

Name. The name of this Corportation is:
Advantage Consulting, Inc.

ARTICLE II

<u>Business and Activities.</u> This Corporation may, and is authorized to, engage in any activities of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

<u>Capital Stock.</u> The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,500 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

<u>Terms of Existence.</u> This Corporation shall have perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 4821 Old Oak Tree Court Orlando, Fl 32808, and the name s of the initial registered agents of the corporation at this address is Carlos A. Garcia.

Mailing address. The mailing address is the same as the street address 4821 Old Oak Tree Court Orlando, Fl 32808.

ARTICLE VI

Number of Directors. This corporation shall have two
(2) Directors initially. The number of Directors may be
increased or diminished from time to time by the Board of
Directors or the shareholders in accordance with the By-Laws
of this corporation.

ARTICLE VII

<u>Initial Board of Director.</u> The name and street address of the (2) members of the Board of Directors of this corporation are:

NAME

ADDRESS

Carlos A. Garcia, President

4821 Old Oak Tree Court Orlando, Fl 32808

James Chow, Vice President

187 Greenfield Avenue Toronto, Ontario M2N3E2

ARTICLE VIII

<u>Incorporator</u>. The name and street address of the incorporator signing these Article is:

NAME

ADDRESS

Carlos A. Garcia

4821 Old Oak Tree Court Orlando, Fl 32808

ARTICLE IX

Amendment to Articles. These Articles of Incorporation may be amended in the matter provided by law. Every amendment shall be approved by the Board of Director, proposed by him to shareholders' meeting by a majority of stock issued and entitled to be voted, unless the Director and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The corporation should be effective within five days of date received.

I, Carlos A. Garcia, the registered agent for this 99 FEB - PM 4: 17 this position, and will also comply with the laws of the State of Florida and the United Statess of America.

<u>Carles Janua</u> seal Carlos A. Garcia

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknoledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 29 day of January, 1999.

<u>Carlos Janeia</u> seal Carlos A. Garcia