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February 9, 1999

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

000002772660--3

RE: Brady Consulting, Inc.

EXPIRATION DATE
2-4-99

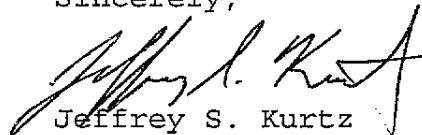
-02/11/99--01036--016
*****70.00 *****70.00

To Whom it May Concern:

Enclosed please find original and one copy of Articles of Incorporation and Designation of Registered Agent. Also enclosed is check in the sum of seventy dollars (\$70.00) representing filing fees.

Please return a stamped filed copy to the undersigned in the self-addressed, stamped envelope provided. Thank you.

Sincerely,


Jeffrey S. Kurtz

JSK/lm
Enclosures

FILED
99 FEB 11 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 12 1999

ARTICLES OF INCORPORATION

OF

BRADY CONSULTING, INC.

EFFECTIVE DATE
2-4-99

The undersigned subscriber to these Articles of Incorporation hereby presents these Articles for the formation of a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is BRADY CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - PURPOSE

This Corporation is organized to do any lawful purpose not specifically prohibited to corporations; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to conduct those lawful activities that are authorized by Chapter 607, Florida Statutes, as from time to time amended, and to exercise those

powers, rights and procedures set forth in Chapter 607, Florida Statutes.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purpose of the Corporation otherwise permitted by law.

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be without preemptive rights.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value, in the judgment of the Board of Directors, and when so issued shall become and be fully paid nonassessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to

Florida Statutes 607.0203, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Principal place and Registered Office of this Corporation in the State of Florida will be 935 Pine Castle Court, Stuart, Florida 34996. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida. The name of the initial Registered Agent of this Corporation at said address is James J. Brady.

ARTICLE VI - DIRECTORS AND OFFICERS

A. There shall be a Board of Directors consisting of a minimum of one Director. The election of Directors and term of office is to be fixed by the By-Laws of the Corporation except that the initial Board of Directors shall consist of one member who shall serve until the first annual meeting of the shareholders or until his successor shall be elected and qualified. The number of Directors shall never be less than one. The name and street address of the members of the first Board of Directors are:

James J. Brady
935 Pine Castle Court
Stuart, Florida 34996

B. The Corporation shall be managed by a President, Vice President, Secretary and Treasurer. The election and term of office of the officers is fixed by the By-Laws of the Corporation. Any number of offices may be held by the same person. The names of the first officers to hold office for the first year of existence of the Corporation, or until their successors are elected or appointed and shall have qualified are: James J. Brady, President, Vice President, Secretary and Treasurer.

C. Any Director may be removed from office by the shareholders entitled to vote thereon at any annual or special meeting of the shareholders for any cause deemed sufficient by such shareholders.

D. If there are fewer than three Directors, oral notice of any Board of Directors meeting shall be sufficient and is expressly authorized by these Articles of Incorporation.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporators are as follows: James J. Brady, 935 Pine Castle Court, Stuart, Florida 34996.

ARTICLE VIII - BY-LAWS

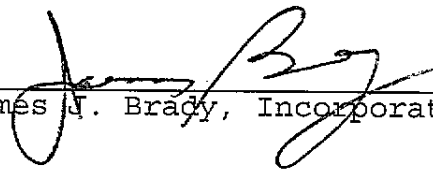
The shareholders of the Corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of the Corporation, and the duties of the officer of the Corporation

shall be prescribed by such By-Laws. The By-Laws may require a vote or action by more than a majority of Directors or by more than a majority of the shares of shareholders in specified matters.

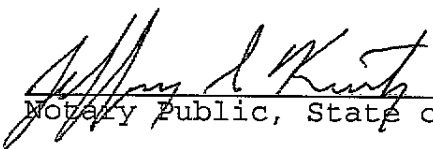
ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, including its name, in the manner and now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of February, 1999.


James J. Brady, Incorporator

Sworn to and Subscribed before me, by James J. Brady, who is personally known to me or who has produced _____ as identification, this 4th day of February 1999.


Notary Public, State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

Pursuant to Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That BRADY CONSULTING, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at, Martin County, State of Florida, has named James J. Brady, whose address is 935 Pine Castle Court, Stuart, Florida 34996, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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 provisions of said Act relative to keeping open said office.

By: _____

James J. Brady

Date: _____

[Handwritten signature of James J. Brady]
[Handwritten date: 2-4-96]

FILED
99 FEB 11 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA