

99000030581

Dade Consulting Group, Inc.  
C/O A & T Accounting and Tax Service, Inc.  
7098 Bonita Drive  
Miami Beach, Florida 33141

February 10, 1999

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

500002804035--5  
-03/12/99--01051--016  
\*\*\*\*122.50 \*\*\*\*78.75

In Re: Incorporation of Dade Consulting Group, Inc.

Dear Gentlemen:

Please find enclosed the original Articles of Incorporation together with the Resident Agent Designation and appropriate filing fees.

Upon filing, please forward the certificate and recorded Articles to:

Dade Consulting Group, Inc.  
c/o A & T Accounting and Taxes  
7098 Bonita Drive  
Miami Beach, Florida 33141

Thank you for your time and cooperation and we look forward to your response. In the event you should have any questions regarding this letter or any other matter please do not hesitate to contact us at (305) 868-5365 or write to us at the above styled address.

Sincerely yours,

*[Handwritten Signature]*

Maria Luna, Assistant  
Administrator  
A & T Accounting and Tax  
Service, Inc.

jt/ML

cc: Archived

Enclosures

99 MAR 29 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
MAR 11 1999



**COPY**

**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

March 18, 1999

MARIA LUNA  
C/O A & T ACCOUNTING AND TAX SERVICE, IN  
7098 BONITA DRIVE  
MIAMI BEACH, FL 33141

SUBJECT: DADE CONSULTING GROUP, INC.  
Ref. Number: W99000006509

We have received your document for DADE CONSULTING GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 599A00013354

PLEASE SEE NEW NAME: MIAMI-DADE CONSULTING, INC.

99 MAR 29 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MIAMI-DADE CONSULTING, INC.

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida; and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE  
NAME

The name of the corporation is:

MIAMI-DADE CONSULTING, INC.

ARTICLE TWO  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which

corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following businesses and/or activities:

1.) To engage in designing, developing and maintaining web pages, web sites and affiliated services. The corporation shall have the authority to provide internet services, On-line Services and any and all other kinds of third party services to computer end users in the United States and throughout the world;

2.) To engage in related Computer and/or Computer Services Industries including but not limited to consulting; sales of computer equipment and supplies and information related services;

3.) To engage in the business of buying and selling Real Estate as Agent or in any licensed capacity as permitted by law and any and all activities related to the Real estate Industry;

4.) To engage in the business of providing any and all types and kinds of services, arising out of or in connection with computer and internet services, investments, securities, real estate, including but not limited to the development and construction industries to the extent permitted by law of the applicable jurisdiction.

5.) To engage in the business of import and export

and all matter arising from or in connection with said activity;

6.) To engage in the real estate business and as broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;

7.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;

8.) And may carry on a general construction, contracting, building, and realty management business, as principal, agent, representative, contractor; subcontractor,

and in any other lawful capacity;

9.) And to engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated.

ARTICLE FOUR  
CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE  
REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

Rodney Miller  
1172 South Dixie Highway, Ste. # 259  
Coral Gables, Florida 33146

The corporate address and/or corporate headquarters shall be located at:

10211 S.W. 77th Court  
Miami, Florida 33156

ARTICLE SIX  
INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) initial Directors. The name and address of the initial Directors of the corporation are:

Rodney Miller  
1172 South Dixie Highway, Ste. # 259  
Miami, Florida 33146

Peter Haessler  
10211 S.W. 77th Court  
Miami, Florida 33156

ARTICLE SEVEN  
INCORPORATORS

The initial incorporators are as follows:

Rodney Miller  
1172 South Dixie Highway, Ste. # 259  
Miami, Florida 33146

Peter Haessler  
10211 S.W. 77th Court  
Miami, Florida 33156

ARTICLE EIGHT  
BY-LAWS

The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

ARTICLE NINE  
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, Provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 10 day of February, nineteen hundred and ninety-nine (1999).

  
\_\_\_\_\_  
Rodney Miller, Incorporator

  
\_\_\_\_\_  
Peter Haessler, Incorporator

STATE OF FLORIDA    )  
                          )  
                          )    s.s.  
COUNTY OF DADE    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida, County of Dade,

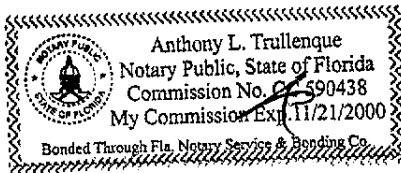


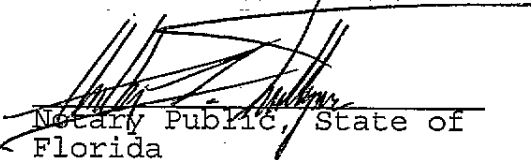
and City of Miami Beach, personally appeared:

Rodney Miller and Peter Haessler  
and known to me and known by me to be the persons who  
executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, in the State and County aforesaid,  
this 10 day of February, nineteen hundred and ninety-  
nine (1999).

My commission expires:



  
Notary Public, State of  
Florida

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE FLORIDA STATUTES, the following is submitted  
in compliance with said Statutes:

MIAMI-DADE CONSULTING, INC.

is qualified to do business under the laws of the State of  
Florida with its principal office at 10211 S.W. 77th Court,  
City of Miami, County of Dade, State of Florida, and  
has appointed Rodney Miller, located at 1172 South Dixie  
Highway, Ste. # 259, City of Miami, County of Miami-Dade,  
State of Florida, as its agent to accept Service  
of Process within this State.

ACKNOWLEDGMENT (must be signed by Designated Agent)

Having been named to accept Service of Process for the  
above stated corporation, at the place designated in this  
certificate, I hereby agree to act in this capacity and  
further agree to comply with the provision of said Statutes  
relative to keeping open said office.

BY: 

Rodney Millaer  
Registered Agent  
1172 South Dixie Highway  
Suite # 259  
Miami, Florida 33146

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

99 MAR 29 PM 2:31

FBI