

LAW OFFICES  
OF  
STEVEN WARM  
BOCA CORPORATE CENTER  
2101 CORPORATE BOULEVARD  
SUITE 215  
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 995-7877  
TELEFAX (561) 995-7877

MEMBER OF  
FLA. BAR

May 12, 1999

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

EFFECTIVE DATE  
5-12-99

In Re: FINANCIAL CONSULTING AND MANAGEMENT SERVICES, INC.

Dear Sir/Madam:

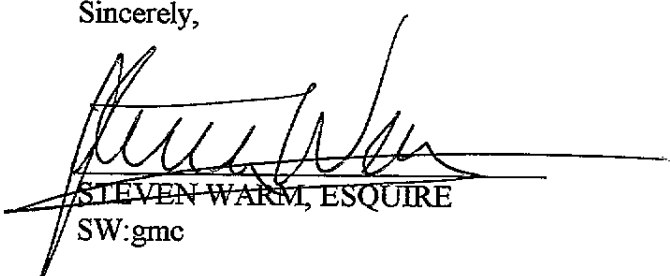
Enclosed is an original and one copy of the Articles of Incorporation for the above incorporation. Please file the original in your offices, certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50 covering:

\$35.00 filing fee  
\$35.00 registered agent fee  
\$52.50 certified copy

3000002875163-1  
-05/14/99--01032--013  
\*\*\*\*122.50 \*\*\*\*\*78.75

Sincerely,

  
STEVEN WARM, ESQUIRE  
SW:gmc

Enclosure

FILED  
99 MAY 14 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
5-18-99  
4

EFFECTIVE DATE  
5-12-99

**ARTICLES OF INCORPORATION  
OF  
FINANCIAL CONSULTING AND MANAGEMENT SERVICES, INC.**

**ARTICLE ONE  
NAME OF CORPORATION**

The name of the corporation is **Financial Consulting and Management Services, Inc.**

**ARTICLE TWO  
DURATION**

This corporation shall have perpetual existence commencing on the effective date of these Articles which shall be the date of execution hereof as provided below.

**ARTICLE THREE  
PURPOSE**

This corporation is organized for transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as same now exists or as it may hereafter be amended.

**ARTICLE FOUR  
CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of (\$0.01) par value common stock which shall be designated as "Common Shares".

**ARTICLE FIVE  
PREEMPTIVE RIGHT**

Every shareholder, upon sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

**ARTICLE SIX  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is Boca Corporate Center, 2101 Corporate Boulevard, Suite 215, Boca Raton, Florida 33431 and the initial registered agent of this corporation at that address is STEVEN WARM,

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ESQUIRE. The corporation's principal business address shall be **12268 NW 48th Drive, Coral Springs, Florida 33076.**

## **ARTICLE SEVEN INITIAL BOARD OF DIRECTORS**

The corporation shall have one Director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five. The names and addresses of the initial Board of Directors of the corporation are as follows:

**Wilbur O. Hopper  
12268 NW 48th Drive  
Coral Springs, Florida 33076**

## **ARTICLE EIGHT INCORPORATORS**

The name and address of the Incorporator signing these articles is :

**Steven Warm, Esquire  
Boca Corporate Center  
2101 Corporate Blvd., Suite #215  
Boca Raton, Florida 33431**

The Incorporator, **Steven Warm, Esquire**, is an attorney at law and has formed the corporation on behalf of the real party or parties in interest. Upon payment of his fees and indemnification for any acts taken other than by him in connection with the corporation, said Incorporator shall transfer to the real party or parties in interest or their nominees all rights in and to the corporation.

## **ARTICLE NINE INDEMNIFICATION**

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

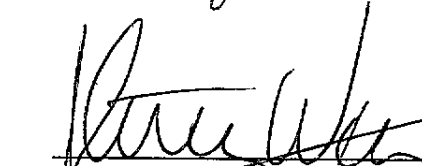
## **ARTICLE TEN AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE ELEVEN  
EFFECTIVE DATE**


It is intended that these Articles shall be submitted for recording forthwith and, pursuant to law, shall be deemed effective as of the date of execution hereof.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 12<sup>th</sup> day of May, 1999.

  
STEVEN WARM, ESQUIRE  
Incorporator

**FILED**  
99 MAY 14 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**I HEREBY ACKNOWLEDGE THAT I AM FAMILIAR WITH AND  
ACCEPT THE DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT  
FOR THE WITHIN CORPORATION.**

  
STEVEN WARM, REGISTERED AGENT