

PA9000067236

LAW OFFICE

PERTNOY, SOLOWSKY, ALLEN & HABER, P.A.

RICHARD L. ALLEN
DAVID B. HABER
ALFRED I. HOPKINS
LEAH LARIVIERE *
SIDNEY M. PERTNOY
JAY H. SOLOWSKY

MIAMI, FLORIDA 33130
MUSEUM TOWER • SUITE 2000
150 WEST FLAGLER STREET
<http://www.psahlaw.com>

TELEPHONE (305) 371-2223
BROWARD (954) 522-5688
FAX (305) 373-2073
EMAIL: ahopkins@psahlaw.com

* Also admitted to practice in New York

July 20, 1999

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

400002939744--1
-07/23/99-01035-004
*****78.75 *****78.75

Re: Social Systems Consultants, Inc.

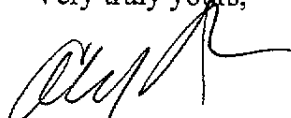
Gentlemen:

Please file the enclosed Articles of Incorporation of Social Systems Consultants, Inc., and Designation of Registered Agent. Kindly forward your certificate acknowledging this filing.

We also enclose check for \$78.75, to cover the filing fee (\$35), the Registered Agent fee (\$35), and the Certificate (\$8.75).

Thank you for your cooperation.

Very truly yours,



ALFRED I. HOPKINS

AIH/wp

cc: William Aaron, Esq.

FILED
99 JUL 23 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Alfred Hopkins GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name
DATE 7/29
DOC. EXAM. Teo

**ARTICLES OF INCORPORATION
OF
SOCIAL SYSTEMS CONSULTANTS, INC.**

FILED
99 JUL 23 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be SOCIAL SYSTEMS CONSULTANTS, INC.

ARTICLE II

This corporation shall commence its perpetual existence on the date these Articles are filed with the Secretary of State.

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

ARTICLE V

The street address of the initial registered office of this corporation and its initial

registered agent, as well as the mailing address of the corporation, are as follows:

WILLIAM AARON
Miami Center, Suite 880
201 South Biscayne Blvd.
Miami, Florida 33131

ARTICLE VI

The name and address of the first director of this corporation is

SHARON M. AARON
9085 S. W. 78th Court
Miami, Florida 33156

ARTICLE VII

The name and address of the Incorporator is:

SHARON M. AARON
9085 S.W. 78th Court
Miami, Florida 33156

ARTICLE VIII

By duly adopted action by the Board of Directors, this corporation may indemnify and/or insure any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, to the extent permitted by law, now existing or hereinafter enacted, including without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties or a party by reason of being or having been directors or officers, or a director or officer of this corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or

proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreements, votes of stockholders or directors, Chapter 607, Florida Statutes, or otherwise.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of this corporation or in which this corporation is interested. No contract, act or transaction of this corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 14 day of July, 1999.

 (SEAL)
SHARON M. AARON

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

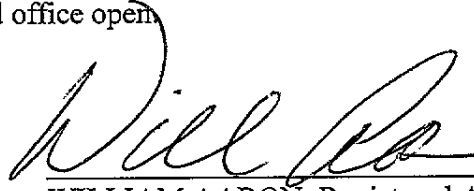
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in Compliance

with said Act:

CONSULTANTS, INC.,
SOCIAL SYSTEMS / desiring to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation, at Miami Center, Suite 880, 201 South
Biscayne Blvd., Miami, Florida 33131, has named WILLIAM AARON 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 agree to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping said office open

 (SEAL)
WILLIAM AARON, Registered Agent