

**Gulf Coast Consulting, Inc.**

**P95000046567**

29 May, 1995

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

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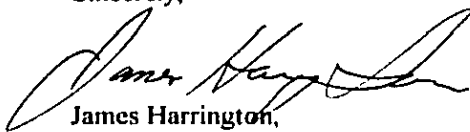
Re : Enclosed documents for the incorporation of: **Gulf Coast Consulting, Inc.**

Enclosed is an original and one (1) copy of the articles of incorporation and bylaws for the aboved named proposed corporation and a check for \$70.00.

From: **James J Harrington, Jr.**  
**8706 Cobblestone Drive**  
**Tampa, Florida, 33615**  
**(602) 314-8311**

FILED  
95 JUN 8 PM 3:41  
DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

Sincerely,



James Harrington,  
President

SHARON L. TALA

JUN 15 1995

W95-12043

**FILED**  
95 JUN -8 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Articles of Incorporation**  
**of**  
**Gulf Coast Consulting, Inc.**

This is to certify

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Hereby adopts the following Articles of Incorporation

**Article I Name**

That the name of the Corporation (which is hereafter called the "Corporation") shall be:  
**"Gulf Coast Consulting, Inc."**

**Article II Principal Office**

That the principal place of business and mailing address of this Corporation shall be: 8706 Cobblestone Drive, Tampa, Florida, 33615.

**Article III Shares**

That the number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 with no par value, all of one class. The holders of shares of stock shall be entitled to one (1) vote per share in all proceedings in which action shall be taken by the stockholders of the Corporation.

**Article IV Initial Registered Agent and Street Address**

That the name and address of the initial registered agent shall be: Barbara Jean Miller, 8706 Cobblestone Drive, Tampa, Florida, 33615. Said resident agent is a citizen in Florida and actually resides therein.

**Article V Incorporator**

That the names and addresses of the incorporator to these Articles of Incorporation is: James Joseph Harrington Jr., 8706 Cobblestone Drive, Tampa, Florida, 33615.

**Article VI Directors**

That the number of directors of the corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

1. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

2 If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders

The names of the Director(s) who shall act until the first annual meeting or until their successors are duly chosen and qualified is/are: James Joseph Harrington Jr.

#### **Article VII Powers**

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and of the Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.
2. The Board of Directors shall have the power, subject to any limitations or restrictions herein set forth or imposed by law, to classify and reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and price, or redemption of and the conversion rights of such shares.
3. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.
4. No stockholders of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any such shares or securities thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the stockholders may, as said Board of Directors shall determine, be offered to the holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes of stock at the time existing.
5. The Board of Directors shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to stockholders of another class or classes.

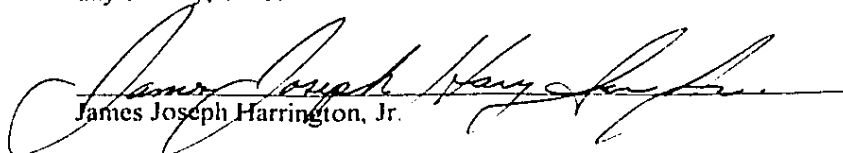
6. The Board of Directors shall have power from time to time to fix, determine and vary the amount of working capital of the corporation, determine whether any and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter, and direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

7. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, and Directors individually, or any firm of which any Directors may be a member, may be a party to, or may be pecuniarily or otherwise interested in, in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote, provided that the Board of Directors authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested Directors even if the disinterested Directors constitute less than a quorum.

#### Article VIII Duration

The duration of the Corporation shall be perpetual.

The undersigned incorporator has executed these Articles of Incorporation this Eleventh day of May, 1995.

  
James Joseph Harrington, Jr.

**Certificate of Designation of  
Registered Agent/Registered Office  
for  
Gulf Coast Consulting, Inc.**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is: **Gulf Coast Consulting, Inc.**
  
2. The name and address of the registered agent and office is:  
**Barbara Jean Miller**  
**296 Cobblestone Drive**  
**Tampa, Florida, 33615.**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

X *Barbara Jean Miller*  
Barbara Jean Miller

STATE OF FLORIDA  
JUN - 8 PM 6:12  
FILED