

Law Offices  
**Pollack & Rosen**  
Professional Association

800 Douglas Road  
North Tower, Suite 720  
Coral Gables, Florida 33134

(305) 448-0006  
Fax (305) 569-0101

January 20, 1999

Secretary of State  
State of Florida  
Post Office Box 6327  
Tallahassee, FL 32301

300002767753--0  
-02/08/99--01105--017  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Options Consulting Group, Inc.

Gentlemen:

Enclosed please find the original Articles of Incorporation for Options Consulting Group, Inc., for filing, together with the required Resident Agent designation for the above corporation.

Also enclosed is my check in the amount of \$122.50 which represents the filing fee in this matter. Kindly certify one copy of the articles and return them to this office.

Should you have any questions, please feel free to contact the undersigned.

Very truly yours,

POLLACK & ROSEN, P.A.

*Joseph F. Rosen*  
JOSEPH F. ROSEN

FILED  
99 FEB 18 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JFR/dam

*Attempted to call. -  
Not in office until 2/15*

*JFR*

*W-32168*

*2/22/99*  
*JFR*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 9, 1999

POLLACK & ROSEN PROFESSIONAL ASSOCIATION  
800 DOUGLAS ROAD  
NORTH TOWER, SUITE 720  
CORAL GABLES, FL 33134

SUBJECT: OPTIONS CONSULTING GROUP, INC.  
Ref. Number: W99000003268

We have received your document for OPTIONS 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 effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6928.

Michelle Milligan  
Document Specialist

Letter Number: 199A00005737

*Rec. 2/18*

ARTICLES OF INCORPORATION  
FOR  
OPTIONS CONSULTING GROUP, INC.

FILED  
99 FEB 18 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the corporation is "OPTIONS CONSULTING GROUP, INC."

ARTICLE II.

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III.

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the state of Florida.

ARTICLE IV.

The corporation shall have the authority to issue not more than 500 shares of a common class with a par value of \$1.00 per share.

ARTICLE V.

The shareholders are hereby granted preemptive rights. Each shareholder, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others, which price may be in excess of par.

ARTICLE VI.

The principal address and mailing address of the corporation is 8279-C Thames Blvd., Boca Raton, Florida 33433.

ARTICLE VII.

The street address of the initial registered office of the corporation is 802 Douglas Road, North Tower, Suite 720, Coral Gables, Florida 33134. The name of the corporation's initial registered agent at said address is Joseph F. Rosen.

ARTICLE VIII.

The name and street address of the incorporator is:

Nicholas P. Mansuetto

8279-C Thames Blvd.  
Boca Raton, Florida 33433

## ARTICLE IX.

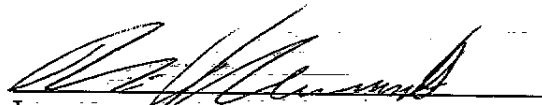
No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;
- (b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the shareholders.

ARTICLE X.

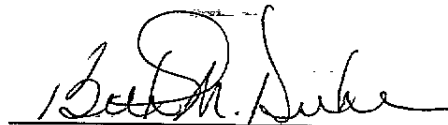
These Articles of Incorporation may be amended in the manner provided by Florida law.

Executed at Miami, Florida this 7<sup>th</sup> day of JANUARY, 1999.

  
Incorporator

STATE OF FLORIDA                     )  
  ) SS:  
COUNTY OF DADE                    )

These Articles of Incorporation were acknowledged before me this 7<sup>th</sup> day of January, 1999, by Nicholas P. Mansuetto, Incorporator, who is personally known to me or who produced a valid drivers license as identification.

  
Notary Public, State of Florida

My Commission Expires: 10/10/2000

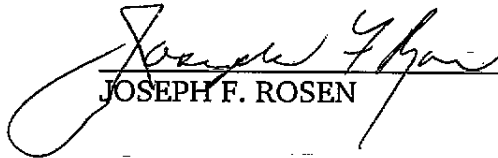


BETH M. DUKE  
COMMISSION # CC592305  
EXPIRES OCT 10, 2000  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in Article VII of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 25 day of January, 1999.

  
\_\_\_\_\_  
JOSEPH F. ROSEN

FILED  
99 FEB 18 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA