

P.01.000011731

DANIEL MAYER
7000 North U.S. 1, # 201
Cocoa, Florida 32927

January 25, 2001

FILED
01 JAN 29 AM 7:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

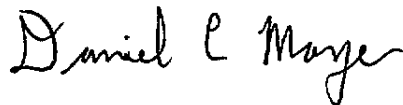
RE: Mayer Consulting Group, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for filing the above-referenced new corporation along with my check in the amount of \$ 78.75 to cover filing fees.

Please return a certified copy to my office as soon as possible. Thank you for your assistance in this matter.

Sincerely,



Daniel C. Mayer

DM:sp
Enclosures

F. GIESSEN FEB 1 2000



ARTICLES OF INCORPORATION
OF
MAYER CONSULTING GROUP, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - CORPORATE NAME

The name of this corporation is **MAYER CONSULTING GROUP, INC.**, whose principal office address is 7000 North U.S. 1, #201, Cocoa, Florida 32927 and mailing address is 7000 North U.S. 1, #201, Cocoa, Florida 32927.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Daniel Carter Mayer
7000 North U.S. 1, #201
Cocoa, Florida 32927

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one director. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the initial directors of this corporation are:

Daniel Carter Mayer
7000 North U.S. 1, #201
Cocoa, Florida 32927

The person named as the initial director shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the sole incorporator is:

Daniel Carter Mayer
7000 North U.S. 1, #201
Cocoa, Florida 32927

ARTICLE IX - AMENDMENT

The shareholders shall have the power to adopt, amend, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned, as sole incorporator, has executed the foregoing Articles of Incorporation on the 27th day of JANUARY, 2001.

Daniel C Mayer
DANIEL CARTER MAYER
Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 27th day
JANUARY, 2001 by DANIEL CARTER MAYER who is personally known to me or
who has produced FL Lic # M608-161-69-130-0 as identification and who did take an
oath.



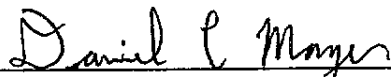
Sabrina Priske
Notary Public
Print Name: SABRINA PRISKE
My Commission Expires: 12/29/02
CC799886

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That MAYER CONSULTING GROUP, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in Melbourne, Brevard County, Florida, has named DANIEL CARTER MAYER, 7000 North U.S. 1, #201, Cocoa, Florida 32927 its agent to accept service of process within the State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



DANIEL CARTER MAYER
Registered Agent

01 JAN 29 AM 7:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED