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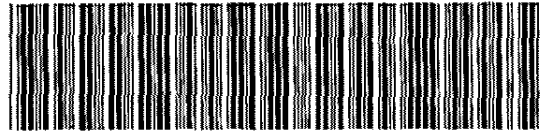
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TALLAHASSEE, FLORIDA

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NA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Key Consulting Group, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
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- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
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SK _____ 4/14/04 10:22
Name Date Time

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 15, 2004

CAPITAL CONNECTION INC

SUBJECT: KEY CONSULTING GROUP, INC.
Ref. Number: W04000014647

We have received your document for KEY CONSULTING GROUP, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L03000031668.

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) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 904A00024928

RE-SUBMIT
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FILE DATE

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JPS CONSULTING GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is **JPS CONSULTING GROUP, INC.**

ARTICLE II - Principal Office
and Mailing Address of the Corporation

The address of the principal office of the corporation is 11294 Hawk Hollow, Lake Worth, Florida 33467 and its mailing address is 11294 Hawk Hollow, Lake Worth, Florida 33467.

ARTICLE III - Commencement and Duration

The corporation is to commence its corporate existence effective immediately, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Stock

The corporation is authorized to issue ten thousand (10,000) shares of \$0.25 par value common stock, which shares shall be a single class.

ARTICLE VI - Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued shares authorized

authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. The corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

| <u>Name</u> | <u>Business Address</u> |
|---------------|--|
| Paul Shalhoub | 11294 Hawk Hollow Lake Worth, Florida 33467 |
| John Moran | 11294 Hawk Hollow Lake Worth, Florida 33467 |
| Sici Garone | 7837 Nile River Road West Palm Beach, Florida 33411 |

ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted

by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator


The name and address of the Incorporator to these articles of incorporation are:

| <u>Name</u> | <u>Address</u> |
|---------------|--|
| Paul Shalhoub | 11294 Hawk Hollow Lake Worth, Florida 33467 |

ARTICLE XII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 11294 Hawk Hollow, Lake Worth, Florida 33467 and the name of the initial registered agent of the corporation at that address is Paul Shalhoub.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 1 day of April, 2004.

 (SEAL)
Paul Shalhoub, Incorporator

To: The Department of State
Tallahassee, Florida 32304

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

In compliance with Section 607.0501 of the Florida General Corporation Act, the following
is submitted:

JPS CONSULTING GROUP, INC. , with its place of business at 11294 Hawk Hollow, Lake Worth,
Florida 33467, has named Paul Shalhoub located at 11294 Hawk Hollow, Lake Worth, Florida 33467,
as its agent to accept service of process within Florida.

Dated the 1 day of April, 2004.


Paul Shalhoub, Incorporator

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 I further agree to comply with
the provisions of all statutes relative to the proper and complete performance of my duties, and I am
familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation
Act.

Dated the 1 day of April, 2004.


Paul Shalhoub
Registered Agent

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TALLAHASSEE, FLORIDA
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