

FROM :

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EXP. NO.

Jul. 18 2001 03:29PM P2

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TRANSMITTAL LETTER
FOR CORP 9/13

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TO: Registration Section
Division of Corporations

W02-24887

SUBJECT: MANAGEMENT SYSTEMS CONSULTANTS, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

BURGOYNE L. JONES
(Name of Person)
Management Systems Consultants, Inc.
(Firm/Company)
615 Griswold Ste. 1010
(Address)
Detroit, Michigan 48226
(City/State and Zip code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 13 AM 10:12

FILED

For further information concerning this matter, please call:

Burgoyne L. Jones at (313) 964.5550
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 27, 2002

BURGOYNE L. JONES
MANAGEMENT SYSTEMS CONSULTANTS, INC.
615 GRISWOLD, STE. 1010
DETROIT, MI 48226

SUBJECT: MANAGEMENT SYSTEMS CONSULTANTS, INC.
Ref. Number: W02000024887

We have received your document for MANAGEMENT SYSTEMS CONSULTANTS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return 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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 202A00050052

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Burgoyne L. Jones, do hereby certify
(Name)

that this Resolution of the Board of Directors of Management Systems Consultants, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Michigan,

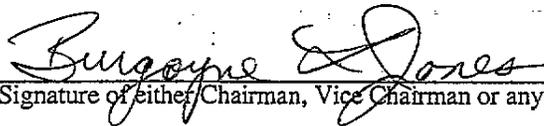
was duly adopted on September 5, 2002,

Be it resolved, that Management Systems Consultants, Inc.,
(Corporate Name)

organized and existing in the State of Michigan, hereby adopts the name

Management Systems Utility Group, LLC. for use in Florida.

Dated: September 9, 2002


Signature of either Chairman, Vice Chairman or any officer

BURGOYNE L. JONES
Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Management Systems Consultants, Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Michigan 3. 38-3320612 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August, 2001 5. Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 615 Griswold Ste. 1010 Detroit, MI 48226 (Principal office address)

8180 NW 36th Street Ste. 407 Miami, FL 33166 (Current mailing address)

8. To Provide Application Computer Services to the Business Community (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Burgoyne L. Jones

Office Address: 8180 NW 36th Street #407

Miami Florida 33166 (City) (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Burgoyne L. Jones (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Burgoyne L. Jones

Address: 15801 Providence Dr. Southfield, MI 48075

Vice Chairman: William Johnson

Address: 19717 Roslyn Detroit, MI

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Burgoyne L. Jones

Address: 15801 Providence Dr. Southfield, MI 48075

Vice President: William Johnson

Address: 19717 Roslyn Detroit, MI

Secretary: _____

Address: _____

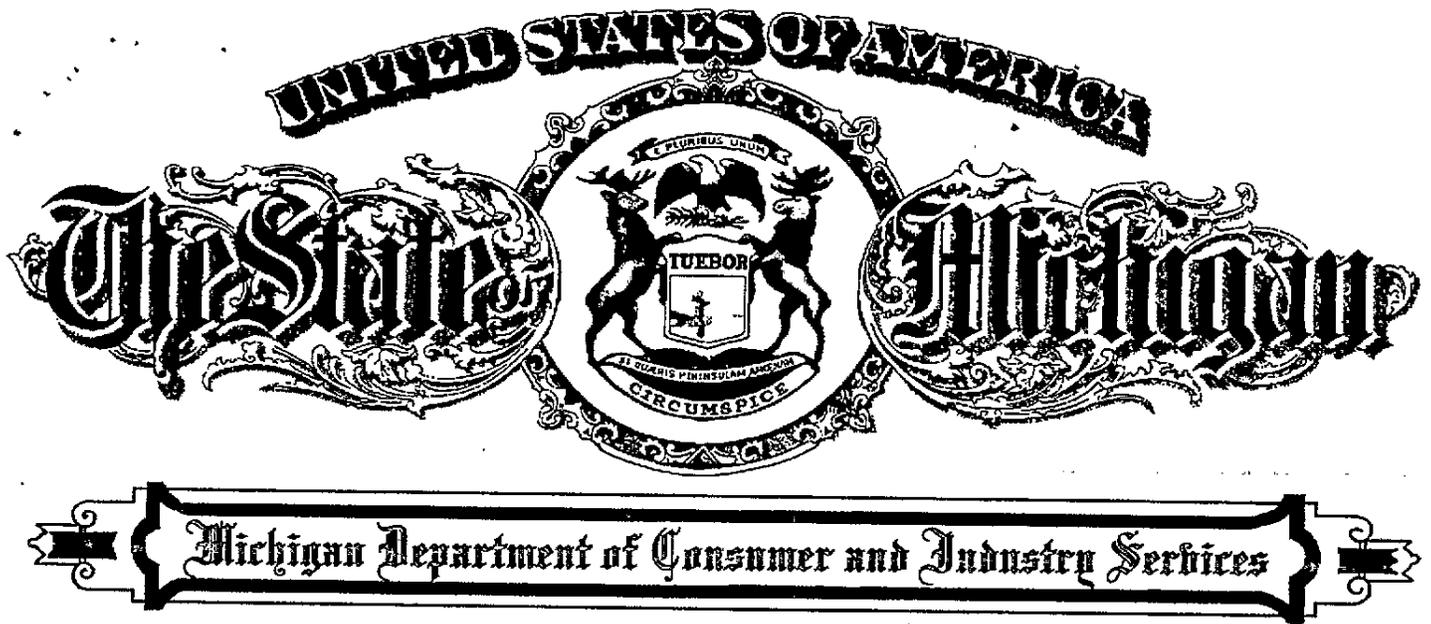
Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Burgoyne L. Jones
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. BURGOYNE L JONES
(Typed or printed name and capacity of person signing application)



Lansing, Michigan

This is to Certify That

MANAGEMENT SYSTEMS CONSULTANTS, INC.

was validly incorporated on August 24, 2001, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 25th day of July, 2002

Andrew L. Mitchell , Director

Bureau of Commercial Services