

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P00000000711

MPS Consulting, Inc.

500003087145-8

-01/04/00--01034--007

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

☒ Art of Inc. File Cert.

___ 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

___ Photo Copy

___ 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

___ UCC 11 Search

___ UCC 11 Retrieval

___ Courier

FILED

RECEIVED

00 JAN 4 AM 11:34
00 JAN 4 AM 10:08
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

LM

12/4

9:31

Name

Date

Time

Walk-In

Will Pick Up

T. SMITH JAN 04 2000

ARTICLES OF INCORPORATION

OF

MPS Consulting, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act and Professional Service Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

MPS Consulting, Inc.

ARTICLE II - DURATION

This Corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III - GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of capital stock, which shall be designated Common Shares with a par value of one dollar and no cents (\$1.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

FILED
00 JAN - 4 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock in this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and mailing address of this corporation shall be:

506 Ipswich Court
Orlando, Florida 32824

The name and address of the initial registered agent of this Corporation is:

DAVID W. GRAHAM
110 EAST HILLCREST STREET
ORLANDO, FLORIDA 32801

ARTICLE VII - INITIAL BOARD OF DIRECTORS

- a. This Corporation shall have one (1) director initially.
- b. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the Shareholders, but shall never be less than one (1).
- c. The name and address of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

NAME - ADDRESS

Matt P. Scalici
506 Ipswich Court
Orlando, Florida 32824

ARTICLE VIII - INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

David W. Graham
110 East Hillcrest
Orlando, Florida 32801

ARTICLE IX - BY-LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

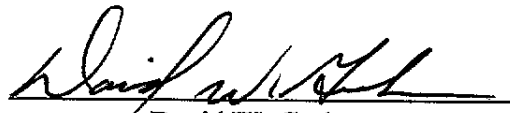
ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by the Florida General Corporate Act.

ARTICLE XI - AMENDMENT

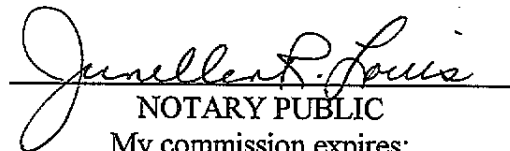
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida this 27th day of December, 1999.



David W. Graham
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27th day of December, 1999, by David W. Graham.



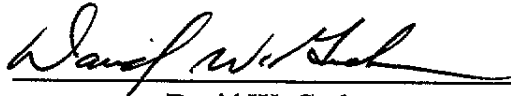
NOTARY PUBLIC
My commission expires:



Junellen R. Louis
My Commission CC624798
Expires February 25, 2001

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated Corporation at the place designated by the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



David W. Graham

FILED
00 JAN -4 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA