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DAVID C. LEVENREICH
ATTORNEY AND COUNSELOR AT LAW

MITTED TO
PRACTICE IN
THE STATE OF TEXAS

406 SOUTH PROSPECT AVENUE
CLEARWATER, FLORIDA 34616
33756
TELEPHONE: (813) 441-8485
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(727)

January 3, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

100003089161-7
-01/05/00--01070--010
*****78.75 *****78.75

Re: Mitchell Consulting, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$78.75 made payable to "Department of State" to cover the filing fee as follows:

\$ 35.00 - Filing Fees
\$ 8.75 - Certified Copy
\$ 35.00 - Registered Agent Designation
\$ 78.75

Please return the certified copy of these Articles of Incorporation to me at the above address. Thank you for your assistance in this matter.

Very truly yours,

David C. Levenreich

DCL/pw
Enclosures
cc: Mr. David Mitchell

FILED
00 JAN 12 PM 7:50
TALLAHASSEE, FLORIDA
DEPT. OF STATE

T. Burch JAN 12 2000

FILED

ARTICLES OF INCORPORATION OF
MITCHELL CONSULTING, INC.

00 JAN -5 AM 7:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is MITCHELL CONSULTING, INC.

ARTICLE II - Street Address and Mailing Address

The street address and mailing address of this corporation is
2151 Camden Way, Clearwater, FL 33759

ARTICLE III - Duration

This corporation shall have perpetual existence.

ARTICLE IV - Purpose

This corporation is organized to include the transaction of
any or all lawful business for which it may be incorporated under
Chapter 607, Florida Statutes as presently enacted and as it may be
amended from time to time.

ARTICLE V - Capital Stock

This corporation is authorized to issue 10,000 shares of One
Dollar (\$1.00) par value common stock, which shall be designated as
"Common Shares".

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this
corporation is 2151 Camden Way, Clearwater, FL 33759. The name of
the initial registered agent of this corporation at that address is
David Mitchell.

ARTICLE VII - Initial Board of Directors

This corporation shall have one director initially. The number
of directors may be either increased or diminished from time to
time by the By-laws but shall never be less than one (1). The name
and address of the initial director of this corporation are:

Name

Address

David Mitchell

2151 Camden Way
Clearwater, FL 33759

ARTICLE VIII - Incorporator

The name and address of the person signing these Articles is David Mitchell, 2151 Camden Way, Clearwater, FL 33759.


ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE X - Amendment

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

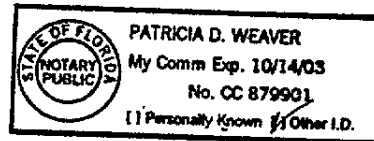
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of December, 1999.


Incorporator - David Mitchell

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 22nd day of December, 1999 by David Mitchell, who is personally known to me or who has produced FLD 11324-177-46107-0 as identification.
License

Patricia D. Weaver
Name of Notary
Notary Public
Serial # of Notary



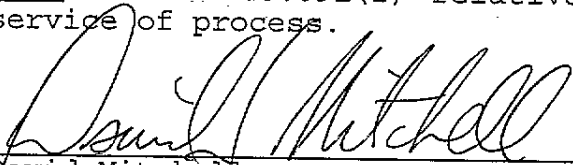
CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA

Pursuant to Fla. Stat. Section 48.091, MITCHELL CONSULTING, INC., desiring to organize under the laws of the State of Florida, hereby designated David Mitchell, located at 2151 Camden Way,

Clearwater, Florida, 33759 as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. Section 48.091(2) relative to maintaining an office for the service of process.


David Mitchell