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J. JAMES ABELSON
ATTORNEY AT LAW

SEBASTIAN EXEC. BLDG.
SUITE A-3
1623 N. U.S.1
SEBASTIAN, FL 32958

(561) 589-9106

January 3, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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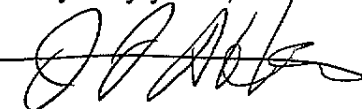
Re: Pamela Price Consulting, Inc.

Dear Sir/Madam:

Please find enclosed Articles of Incorporation for Pamela Price Consulting, Inc., along with my law firm check in the amount of \$70.00 to cover the filing fees and designation of resident agent for same.

Please return your letter showing date filed and document number assigned to the aforementioned corporation to my office at your earliest convenience.

Very truly yours,



J. James Abelson
Attorney at Law
Enclosure

FILED
2000 JAN -6 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Abelson GAVE
AUTHORIZATION BY PHONE TO
CORRECT IX
DATE 1-13-00
EXAM AH

A. Howell JAN 13 2000

1-1053

FILED

2000 JAN -6 PM 12:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PAMELA PRICE CONSULTING, INC.

ARTICLE I

The name of this corporation shall be:

PAMELA PRICE CONSULTING, INC.

ARTICLE II

COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the FLORIDA SECRETARY OF STATE. This corporation's duration shall be perpetual.

ARTICLE III

PURPOSE

This corporation is being organized for the purpose of providing consulting services for business mergers and acquisitions and to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, engaging in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States of America.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having ONE DOLLAR (\$1.00) par value per share.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI
TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be ONE

(1). The number of directors may be increased or decreased from time to time, as provided

in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Pamela Price	President and Director
1623 U.S. 1, Suite B-4	
Sebastian, Florida 32958	

Pamela Price	Vice President, Secretary, Treasurer
1623 U.S. 1, Suite B-4	and Director
Sebastian, Florida 32958	

ARTICLE VIII

INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX

INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office and principal address:

1623 U.S. 1, Suite B-4, Sebastian, Florida 32958

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Pamela Price

ARTICLE X

INCORPORATOR

The name and address of the individual who shall serve as this corporation's

incorporator is:

Pamela Price
1623 U.S. 1, suite B-4
Sebastian, FL 32958

FILED
2000 JAN -6 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pamela Price
Pamela Price, as
Incorporator

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

The undersigned hereby accepts the designation of Registered Agent of Pamela Price, as set forth in these Articles of Incorporation.

Pamela Price
Pamela Price, as
Registered Agent

STATE OF FLORIDA

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SS::

COUNTY OF INDIAN RIVER

BEFORE ME on this 19 day of December, 1999, Pamela Price was designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, and **PAMELA PRICE**, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of **PAMELA PRICE CONSULTING, INC.**

Charles Clay Price
Notary Public, State of Florida

My Commission Expires:

Print Name (Title)
Charles Clay Price
MY COMMISSION # CC616421 EXPIRES
January 30, 2001
BONDED THRU TROY FAIN INSURANCE, INC.