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LETTER OF TRANSMITTAL

February 3, 2000

TO: FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation

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-02/07/00--01119--011
*****78.75 *****78.75

Enclosed please find:

<input type="checkbox"/> ()	For your information	<input type="checkbox"/> ()	For filing
<input type="checkbox"/> ()	no action required	<input type="checkbox"/> ()	For Correction
<input type="checkbox"/> ()	For signature and return	<input type="checkbox"/> ()	Per your request
<input type="checkbox"/> ()	For signature and forwarding	<input type="checkbox"/> ()	Per our conversation
<input type="checkbox"/> ()	as noted below	<input type="checkbox"/> ()	Approved
<input type="checkbox"/> ()	For review and comment	<input type="checkbox"/> ()	Approved as noted
<input type="checkbox"/> ()	For distribution	<input type="checkbox"/> ()	Disapproved
<input checked="" type="checkbox"/> (X)	For necessary action	<input checked="" type="checkbox"/> (X)	See comments below

Comments: Please find enclosed Articles of Incorporation for corporations Project Management Expert, Inc., and Space Coast Builders and Contractors, Inc. Please also find our trust account checks numbered 6684 and 6684, in the amounts of \$78.75 each for Filing Fees, Copy Fees, and Registered Agent Fees. If you have any questions regarding these documents, please do not hesitate to contact our offices.

Very truly yours,

Alicia Montijo
Legal Assistant to
Fernando M. Palacios, Esq.

FMP:am
enc. As Listed
CC: Our Files
File #00-023 CO

A. Howell FEB 10 2000

FILED
2000 FEB -7 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PROJECT MANAGEMENT EXPERT, INC.**

FILED
2001 FEB - 7 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: CORPORATE NAME

The name of this corporation is PROJECT MANAGEMENT EXPERT, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 100 Rialto Place, Suite 700, Melbourne, Florida, 32901.

ARTICLE III: SHARES OF STOCK

The maximum number of shares this corporation is authorized to issue is 1000, no par value, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters which shareholders have the right to vote.

ARTICLE IV: REGISTERED AGENT AND OFFICE

The name and address of the registered agent are Fernando M. Palacios, Esq., 525 East Strawbridge Avenue, Melbourne, Florida, 32901.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these articles of incorporation is GERALD F. PARADIS, 100 Rialto Place, Suite 700, Melbourne, Florida, 32901.

ARTICLE VI: EFFECTIVE DATE

The corporation shall commence its existence immediately. The term of its existence is perpetual.

ARTICLE VII: PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the Florida General Corporations Act.

ARTICLE VIII: PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE IX: DIRECTORS

The initial Board of Directors of the corporation shall consist of three members. The names and addresses of the Board of Directors are:

1. Gerald F. Paradis: 100 Rialto Place, Suite 700, Melbourne, Florida, 32901
2. (Vacant)
3. (Vacant)

The undersigned has executed these articles of incorporation on February 3, 2000.



GERALD F. PARADIS, Incorporator

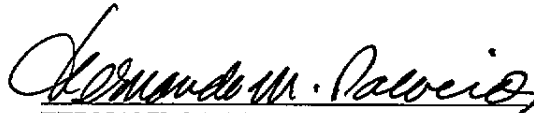
STATE OF FLORIDA
COUNTY OF BREVARD

On this 3rd day of February, 2000, before me, a notary public, the undersigned officer, personally appeared

GERALD F. PARADIS

who is known to me to be the person whose name is subscribed to the instrument within, and acknowledged that he executed the same for the purposes therein described.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



FERNANDO M. PALACIOS, ESQ.
Notary Public – State of Florida



FERNANDO M. PALACIOS
COMMISSION # CC 695642
EXPIRES DEC 8, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Corporation is PROJECT MANAGEMENT EXPERT, INC.
2. The name and address of the registered agent and office is:

Fernando M. Palacios, Esq.
525 East Strawbridge Avenue
Melbourne, Florida 32901

3. The name and addresses of the officers are:

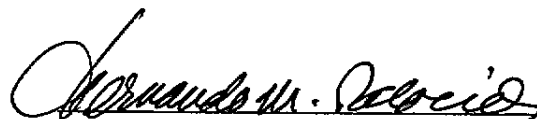
President: Gerald F. Paradis
100 Rialto Place, Suite 700
Melbourne, Florida 32901

Secretary: (Vacant)

Treasurer: Gerald F. Paradis
100 Rialto Place, Suite 700
Melbourne, Florida 32901

FILED
2000 FEB - 7 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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


FERNANDO M. PALACIOS, ESQ.,
Registered Agent