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February 14, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
00 FEB 15 AM 9:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA
500003136255--6
-02/15/00-01104-001
*****17.50 *****17.50

800003136258--7
-02/15/00-01104-002
*****70.00 *****70.00

Re: **New Incorporation**
Union Consulting Group, Inc.

Dear Sir or Madam:

Please find enclosed the following documents:

- Original Articles of Incorporation
- Acceptance of Registered Agent Designated in Articles of Incorporation
- Certificate of Designation of Registered Agent/Registered Office
- A check in the amount of \$70.00 for filing fees
- A check in the amount of \$17.50 to cover costs for a Certified Copy of the Articles of Incorporation and a Certificate of Good Standing.

Kindly return the certified copies and the Certificate of Good Standing in the self-addressed stamped envelope provided for your convenience.

Thanking you in advance for your prompt assistance to this matter.

Very truly yours,


Lillian Pantaleon

/lp
Enclosures

S. Thompson FEB 18 2000

ARTICLES OF INCORPORATION
OF
UNION CONSULTING GROUP, INC.

FILED
00 FEB 15 AM 9:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

UNION CONSULTING GROUP, INC.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 2300 Glades Road, Suite 450-W, Boca Raton, FL 33431 and the mailing address of the corporation shall be the same.

ARTICLE III. NATURE OF BUSINESS

This corporation may 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.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having \$.0001 per value per share.

ARTICLE V. INITIAL REGISTERED AGENT

The street address of the initial registered agent of the corporation shall be 2300 Glades Road, Suite 450-W, Boca Raton, FL 33431, and the name of the initial registered agent of the corporation at that address is Larry Schwartz.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Thomas L. Tedrow
Director

2300 Glades Road, Suite 450-W
Boca Raton, FL 33431

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Thomas L. Tedrow
President/Secretary

2300 Glades Road, Suite 450-W
Boca Raton, FL 33431

Larry Schwartz
Vice President/Treasurer


2300 Glades Road, Suite 450-W
Boca Raton, FL 33431

ARTICLE IX. INCORPORATION

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

Larry Schwartz
2300 Glades Road, Suite 450-W,
Boca Raton, FL 33431

The undersigned incorporator has hereunto set his hand and seal on February 14th, 2000.


Larry Schwartz

STATE OF FLORIDA

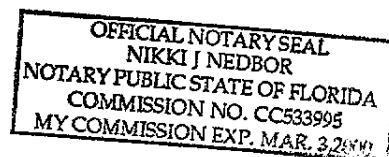
ss

PALM BEACH COUNTY

BEFORE ME, the undersigned authority, personally appeared **Larry Schwartz**, known to me to be the person(s) described in and who executed the foregoing instrument, who is personally known to me or who produced identification consisting of _____, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 14th day of February, 2000.


NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:



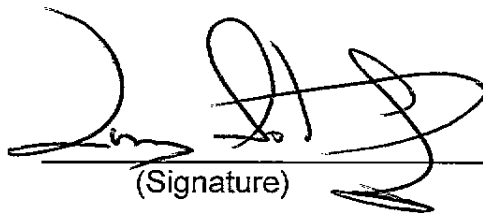
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

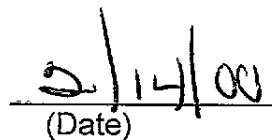
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Union Consulting Group, Inc.
2. The name and address of the registered agent and office is:

Larry Schwartz
2300 Glades Road, Suite 450-W
Boca Raton, FL 33431

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.

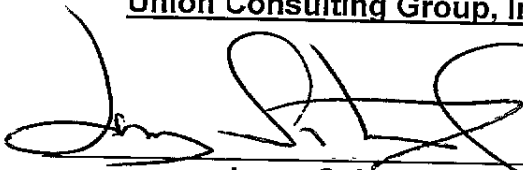

(Signature)


(Date)

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Larry Schwartz, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Union Consulting Group, Inc.


Larry Schwartz

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
PALM BEACH COUNTY

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WITNESS my hand and official seal this 14th day of February, 2000.


NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:

