

Six Sigma Specialists, Inc.

16201 Villarreal De Avila

Tampa, Florida 33613

PO00000021029

December 29, 1999

FILED
20 FEB - 8 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Certificate of Domestication of Six Sigma Specialists, Inc.

Division of Corporations:

I would like to file a Certificate of Domestication for Six Sigma Specialists, Inc. as a Florida corporation. Enclosed please find a Certificate of Domestication along with two copies of the Articles of Incorporation for Six Sigma Specialists, Inc. and a check in the amount of \$120.00 for the filing fee.

One copy of the Articles of Incorporation should be returned to me at the address shown above.

Sincerely,
SIX SIGMA SPECIALISTS, INC.

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****120.00 ****120.00


Michael G. Daniels
President

Enclosures

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WC

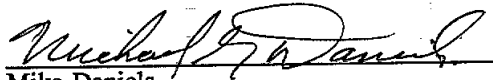
Certificate of Domestication

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Mike Daniels, President, of Six Sigma Specialists, a foreign corporation, in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which the corporation was first formed was November 18, 1998.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the state of Tennessee.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Six Sigma Specialists, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Six Sigma Specialists, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the state of Tennessee.

I am Mike Daniels of Six Sigma Specialists, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 3 day of February 20 00.


Mike Daniels
President

**Articles of Incorporation
of
Six Sigma Specialists, Inc.**

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00 FEB -8 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the state of Florida these Articles of Incorporation for the purpose of filing a Certificate of Domestication in accordance with the laws of the state of Florida.

Article I

Name ..

The name of this Corporation shall be:

Six Sigma Specialists, Inc.

with its principal office and mailing address at 16201 Villarreal De Avila, Tampa, Florida 33613.

Article II

Effective Date and Existence of Corporation

The Articles of Incorporation of this Corporation shall become effective November 18, 1998 and the Corporation shall have perpetual existence.

Article III

Purpose

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the state of Florida. The Corporation shall primarily operate as quality assurance consultants.

Article IV

General Powers

The Corporation shall have power:

- 1) To sue, complain, and defend in its corporate name.
- 2) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.

- 3) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.
- 4) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.
- 5) To lend money to and use its credit to assist its officers and employees in accordance with section 607.0833, Florida Statutes.
- 6) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.
- 7) To make contracts and guarantees, incur liabilities, borrow money, and issue its notes, bonds, and other obligations.
- 8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.
- 9) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.
- 10) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the state of Florida, for managing the business and regulating the affairs of the corporation.
- 11) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- 12) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share options plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents.
- 13) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

Article V

Common Stock

The total number of shares of common stock authorized to be issued by the Corporation shall be 1,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for.

Article VI

Registered Office and Registered Agent

The street address of the Corporation's initial registered office is 16201 Villarreal De Avila, Tampa, Florida 33613. The name of the Corporation's initial registered agent at such address is Michael G. Daniels. The Corporation may change its registered office or its registered agent or both by filing with the department of State of the state of Florida a statement complying with section 607.0502, Florida Statutes.

Article VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2). The names and address of the persons who are to serve as members thereof are as follows:

<u>Name</u>	<u>Address</u>
Michael G. Daniels	16201 Villarreal De Avila Tampa, FL 33613
Stanley G. Flores	6601 Windridge Dr. El Paso, TX 79912

Article VIII

Authorization for Filing Certificate of Domestication

The name and address of the individual who is authorized to file the Certificate of Domestication is as follows:

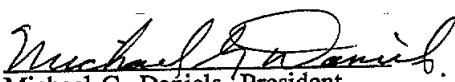
<u>Name</u>	<u>Address</u>
Michael G. Daniels	16201 Villarreal De Avila Tampa, FL 33613

Article IX

Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.


Michael G. Daniels, President

**Certificate Designating Place of Business or Domicile
For the Service of Process Within Florida,
Naming Agent Upon Whom Process May be Served**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, Six Sigma Specialists, Inc. organized under the laws of the state of Florida, submits the following statement in designating the registered agent and registered office in the state of Florida.

The name and address of the registered agent and office is:

Michael G. Daniels
16201 Villarreal De Avila
Tampa, Florida 33613


Michael G. Daniels, President

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Michael G. Daniels, Registered Agent

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TALLAHASSEE, FLORIDA