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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 636347 7209162

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70

ORDER DATE : March 23, 2000

ORDER TIME : 3:22 PM

ORDER NO. : 636347-005

CUSTOMER NO: 7209162

000003183800--6

CUSTOMER: Mr. Walter A. Gonzalez  
MR. WALTER A. GONZALEZ  
MR. WALTER A. GONZALEZ  
421 Hidden Meadows Loop  
Apt 211  
Casselberry, FL 32730

DOMESTIC FILING

NAME: GONZALEZ&ASSOCIATES CONSULTING  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED  
CLERK OF STATE  
CORPORATIONS  
00 MAR 24 PM 2:36

RECEIVED  
00 MAR 24 PM 2:26  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 24 PM 2:36

ARTICLES OF INCORPORATION  
OF

GONZALEZ&ASSOCIATES CONSULTING INC.

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

ARTICLE I. NAME

The name of the corporation shall be:

GONZALEZ&ASSOCIATES CONSULTING INC.

The address of the principal office of this corporation shall be 421 Hidden Meadows Loop, Apartment 211, Fern Park, Florida 32730, and the mailing address of the corporation shall be the same.

ARTICLE II. 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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:

Walter A. Gonzalez  
Dir.

421 Hidden Meadows Loop,  
Apartment 211  
Fern Park, Florida 32730

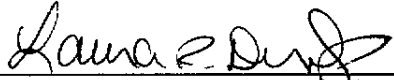
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ARTICLE VII. INCORPORATOR

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

The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on March 23, 2000.

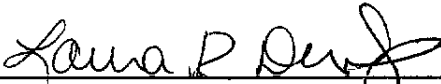


Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, 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.

By:



Its Agent, Laura R. Dunlap