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* ALSO ADMITTED IN WISCONSIN

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August 9, 2000

VIA FEDERAL EXPRESS
Florida Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

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-08/10/00-01086--003
*****78.75 *****78.75

RE: New-Mess Consulting, Inc.

Dear Filing Clerk:

Enclosed please find the Articles of Incorporation for the above-named corporation, together with our check in the amount of \$78.75 which is to cover your filing fee. A duplicate of the Articles is included for file stamping and to return in the enclosed, self-addressed and stamped envelope.

Please return the original articles to the undersigned after the filing process is completed. If you have any questions, please do not hesitate to contact me.

Sincerely,



Lori B. Papacek, Paralegal, for
LARKIN, HOFFMAN, DALY & LINDGREN, Ltd.

Enclosures

cc: Frank I. Harvey, Esq.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
NEW-MESS CONSULTING, INC.**

00 AUG 10 PM 2: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, of full age, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 607, Florida Business Corporation Act, and laws amendatory thereof and supplementary thereto, hereby creates a body corporate and adopts the following Articles of Incorporation:

ARTICLE 1.

NAME

The name of the Corporation shall be New-Mess Consulting, Inc.

ARTICLE 2.

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 14541 Grand Cay Circle, Gulf Harbour, #3101, Fort Myers, Florida 33908.

ARTICLE 3.

PURPOSES AND TERM

The Corporation shall have general business purposes and shall have perpetual existence.

ARTICLE 4.

SHARES

The shares of capital stock of the Corporation shall be subject to the following:

- (a) The Corporation is authorized to issue one hundred thousand (100,000) shares of One Cent (\$.01) per share par value capital stock, to be held, sold, and paid for at such times and in such manner as the Board of Directors may from time to time determine, in accordance with the laws of the State of Florida.
- (b) Unless otherwise established by the Board of Directors, all shares of the Corporation are common shares entitled to vote and shall be of one class and one series having equal rights and preferences in all matters. Unless otherwise provided in these Articles, or in the Bylaws of the Corporation, or in the terms of the shares, a common shareholder has one (1) vote for each share held.

(c) The Board of Directors shall have the power to establish more than one class or determine, in whole or in part, the preferences, limitations and relative rights of (i) any class of shares before the issuance of any shares of that class, or (ii) one or more series within a class before the issuance of any shares of that series.

(d) The shareholders of the Corporation shall not have preemptive rights, unless with respect to some or all of the authorized and unissued shares, the Board of Directors grants preemptive rights.

(e) Cumulative voting for directors is not permitted.

ARTICLE 5.

INCORPORATOR

The name and address of the person acting as incorporator of this Corporation is as follows:

Frank I. Harvey
1500 Wells Fargo Plaza
7900 Xerxes Avenue South
Minneapolis, MN 55431

ARTICLE 6.

REGISTERED OFFICE AND AGENT

The registered office and the name and address of the person acting as registered agent of this Corporation are as follows:

Patrick Messerich
14541 Grand Cay Circle
Gulf Harbour #3101
Fort Myers, Florida 33908

ARTICLE 7.

DIRECTORS' ACTION

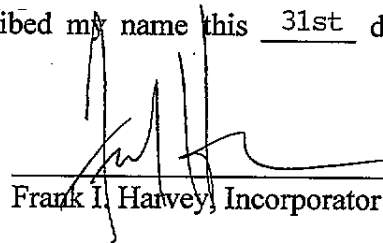
Any action, other than an action requiring shareholder approval, may be taken by written action signed by all of the directors.

ARTICLE 8.

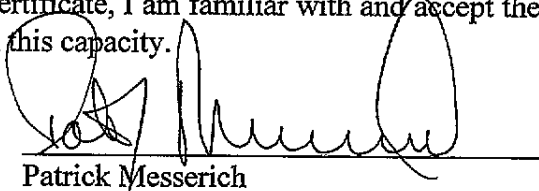
DIRECTORS' LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article 8 shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Sections 607.0831 and 607.0834 of the Florida Business Corporation Act, (iv) for any transaction from which the director derived an improper personal benefit, or (v) liability for any act or omission occurring prior to the effective date of this Article 8. If the Florida Business Corporation Act Chapter 607 is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida Business Corporation Act Chapter 607. Any repeal or modification of this Article 8 by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I have subscribed my name this 31st day of July, 2000.


Frank I. Harvey, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Patrick Messerich

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TALLAHASSEE, FLORIDA