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SPECTOR GADON & ROSEN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

September 7, 2000

VIA FEDEX

Florida Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

Re: Global Management Professionals, Inc.

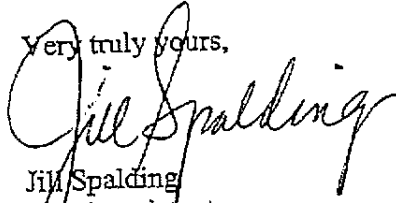
Gentlemen/Ladies:

Enclosed herewith for filing please find the following with respect to the above-referenced proposed corporation:

1. Articles of Incorporation (original and a copy); and
2. Check in the amount of \$78.75.

Please date-stamp the enclosed copy of the Articles and return it to the undersigned via FedEx using our account no. 0191-1913-0.

Very truly yours,


Jill Spalding
Legal Assistant

cc: Mr. William Haynes (w/ enc.)
Daniel J. Dugan, Esquire (w/ enc.)

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D. BROWN SEP 15 2000

ARTICLES OF INCORPORATION
OF

GLOBAL MANAGEMENT PROFESSIONALS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Global Management Professionals, Inc.

SECOND: The address of the principal office of the corporation is c/o Walden & Associates, 225 Mizner Boulevard, Suite 300, Boca Raton, Florida 33432.

THIRD: The mailing address of the principal office of the corporation is c/o Walden & Associates, 225 Mizner Boulevard, Suite 300, Boca Raton, FL 33432.

FOURTH: The number of shares that the corporation is authorized to issue is 10,000, all of which are with a par value of \$.001 and are of the same class and are to be common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Walden & Associates, 225 Mizner Boulevard, Suite 700, Boca Raton, Florida 33432.

The name of the initial registered agent of the corporation at the said registered office is Linda Walden.

The written acceptance of the said initial registered agent, as required by Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and address of the incorporator are:

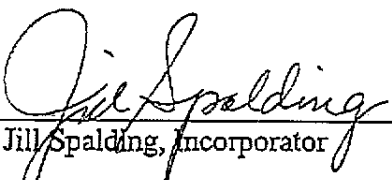
Name	Address
Jill Spalding	Spector Gadon & Rosen, P.C. 1635 Market Street, 7th Floor Philadelphia, PA 19103

SEVENTH: The purpose for which the corporation is organized is to transact any or all lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

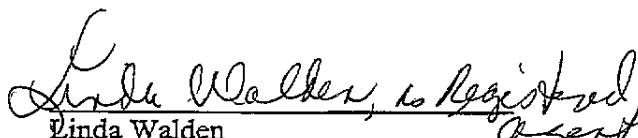
NINTH: The corporate existence of the corporation shall begin on date of filing with the Florida Department of State.

Signed on September 7, 2000.


Jill Spalding, Incorporator

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, 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.


Linda Walden, Registered Agent

Date: September 11, 2000