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LAW OFFICE OF GERALD D. SIEBENS
Attorney at Law

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October 26, 2000

Florida Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: Articles of Incorporation for:
Management Resources Group, Inc.

To Whom it May Concern:

Enclosed please find for filing the original and one copy of the executed Articles of Incorporation and Acceptance of Registered Agent for Management Resources Group, Inc., a for profit corporation. As well as a check in the amount of \$78.75, made payable to the Florida Secretary of State, to cover the following costs:


| | | |
|--|---------|-----------------------|
| Filing Fee for Articles of Incorporation | \$35.00 | 200003444252--3 |
| Registered Agent Fee | \$35.00 | -10/30/00--01134--013 |
| Certified Copy Fee | \$ 8.75 | *****78.75 *****78.75 |
| Total | \$78.75 | |

Kindly forward a certified copy of the Articles of Incorporation to:

Gerald D. Siebens, Esquire
P.O. Box 923
Safety Harbor, FL 34695

I thank you in advance for your attention to this matter, and if you need any further information or have any questions please contact me at the address and telephone number listed above.

Sincerely,



Gerald D. Siebens,
Attorney at Law

Enc. As stated above.

FILED
00 OCT 30 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

MANAGEMENT RESOURCES GROUP, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the Professional Service Corporation Act of the State of Florida as follows:

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TALLAHASSEE, FLORIDA

ARTICLE I
Name and Address

The name of this Corporation is Management Recourses Group, Inc.. The street address of the Corporation is: 2324 West Tampa Bay Blvd., Unit A111, Tampa, FL 33607.

ARTICLE II
Term of Existence

This Corporation shall have perpetual existence, commencing upon filing of these Articles of Incorporation with the Florida Secretary of State.

ARTICLE III
Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
Powers

The Corporation shall have the power to:

- a. Have perpetual succession by its corporate name.
- b. Sue and be sued, complain and defend in its corporate name in all actions and/or proceedings.

- c. Have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- d. Purchase, take, receive or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- e. Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- f. To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- g. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- h. Make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligation, and secure any of its obligations by mortgage or pledge all or any of its property, franchises, and income.

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- i. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
 - j. Conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act whether within or without the State of Florida.
 - k. Elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
 - l. Make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.
 - m. Make donations for the public welfare or for charitable, scientific or education purposes.
 - n. Pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock options plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
 - o. 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 death the shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

- p. Be a promoter, investor, incorporator, general partner, limited partner, member, associate, or manager of any other corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- q. Have and exercise all powers necessary to affect its purposes.

ARTICLE V
Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated as common shares.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 1013 Cherokee Street, Safety Harbor, Florida 34695. The name of its initial registered agent at such address is Gerald D. Siebens.

ARTICLE VII
Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Corporation's bylaws, but shall never be less than (1). The initial members of the board of Directors are:

Jennifer Lynn Sizemore ----- President

Dennis Andrew Pimm ----- Vice President

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles and serving as the incorporator is: Gerald D. Siebens, Esquire P.O. Box 923, Safety Harbor, FL 34695

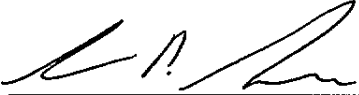
ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE X
Amendments

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF: the undersigned incorporator executed these Articles of Incorporation, the 24th day of October, 2000.



Gerald D. Siebens, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for Management Resources Group, Inc., at the address designated herein, 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.

Dated: This 24th day of October, 2000.



Gerald D. Siebens, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 30 AM 9:49

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