

P01000000241



HUNTER & THOMAS
PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

SHERYL SECKEL HUNTER
CLAUDIA MEDINA THOMAS

THE CARRIAGE HOUSE
BIGLOW-HELMS MANSION
4807 BAYSHORE BOULEVARD
TAMPA, FLORIDA 33611

TELEPHONE (813) 835-8405
FACSIMILE (813) 835-1745

December 21, 2000

Via Next Day Mail
Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

FILED
00 DEC 22 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Formation of Yellow Brick Solutions, Inc.

800003511978--5
-12/22/00--01086--010
*****78.75 *****78.75

Dear Madam or Sir:

I have enclosed an original and one copy of the Articles of Incorporation ("Articles") and Certificate of Registered Agent and Registered Office for Yellow Brick Solutions, Inc. I, also, have enclosed a check made payable to the Secretary of State in the amount of \$78.75 for payment of the following:

Certificate of Incorporation Filing Fee	\$35.00
Certified Copy of the Certificate of Incorporation	8.75
Registered Agent's Fee	35.00
Total	\$78.75

After the Articles and Certificate have been filed, please forward the certified copy of the Articles to our office in the enclosed stamped return envelope as soon as possible.

T. Burch
JAN 2 2001

**ARTICLES OF INCORPORATION
OF
YELLOW BRICK SOLUTIONS, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 22 PM 1:44

FILED

ARTICLE I. NAME

The name of the corporation is Yellow Brick Solutions, Inc. (the "Company").

ARTICLE II. MAILING ADDRESS

The current mailing address of the principal place of business of the Company is 1713 West Jetton Avenue, Tampa, Florida 33606.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of all classes of capital stock that the Company shall have the authority to issue is 10,000 shares of common stock, par value \$.01 per share (the "Common Stock").

A. Provisions Relating to the Common Stock

1. Voting Rights. Except as otherwise required by law or as may be provided by resolutions of the Board of Directors, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock with each share of Common Stock entitled to one vote.

2. Dividends. The holders of the Common Stock shall be entitled to receive when, as if declared by the Board of Directors, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Company, whether or not shares of such class or series are already outstanding) or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, net assets of the Company, if any, shall be distributed pro rata to the holders of Common Stock in accordance with their respective rights.

ARTICLE IV. REGISTERED AGENT

The street address of the Company's registered agent is The Carriage House, Biglow-Helms Mansion, 4807 Bayshore Boulevard, Tampa, Florida 33611. The name of the registered agent at that address is Claudia Medina Thomas, Esq.

ARTICLE V. BOARD OF DIRECTORS

A. Number of Directors. The number of directors constituting the Company's Board of Directors shall be fixed from time to time in the manner provided in the Company's Bylaws.

B. Term of Office. Each director shall be elected for an initial term of one year. Directors shall hold office for the term for which they are elected and until their successor shall have been elected and qualified or until their earlier resignation or removal from office or death.

C. Vacancies. A director may resign at any time by giving written notice to the Company, the Board of Directors, or the Chairman of the Board of Directors. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the Board of Directors may fill the pending vacancy before the effective date if they provide that the successor does not take office until the effective date. Any vacancy occurring in the Board of Directors due to death, resignation, retirement, disqualification, removal and any directorship to be filled by reason of an increase in the size of the Board of Directors shall be filled by affirmative vote of a majority of the current directors though less than a quorum of the Board of Directors, or may be filled by an election at an annual or special meeting of the shareholders called for that purpose, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, or until the next election of one or more directors by shareholders if the vacancy is caused by an increase in the number of directors.

D. Removal. A director may be removed from office prior to the expiration of his or her term: (i) only for cause; and (ii) only upon the affirmative vote of at least two-thirds of outstanding shares of capital stock of the Company entitled to vote for the election of directors.

E. Amendments. Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article V shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote for the election of directors.

ARTICLE VI. LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Company or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Company or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Company Act (the "FBCA"), or (iv) for any transaction from which such director derives improper personal benefit. This Article VI shall be read to authorize the limitation of liability to

the fullest extent permitted under Florida law. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VI shall adversely affect any right of or protection afforded to a director of the Company existing immediately prior to such repeal or modification.

ARTICLE VII. SPECIAL MEETING OF SHAREHOLDERS

Except as otherwise required by law, special meetings of shareholders of the Company may be called only by (i) the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors, (ii) the Company's Chief Executive Officer or (iii) the holders of at least one-third of the outstanding shares of capital stock of the Company. Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article VII shall not be altered, amended, or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called for such purpose.

ARTICLE VIII. NO SHAREHOLDER ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the shareholders of the Company shall be taken at a duly called annual or special meeting of such holders and may not be taken by any consent in writing by such holders. Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article VIII shall not be altered, amended, or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called for such purpose.

ARTICLE IX. INDEMNIFICATION

The Company shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Company's Bylaws (the "Bylaws") may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE X. BYLAWS

The Board of Directors shall have the power to adopt, amend, or repeal the Bylaws or any part thereof. Certain provisions of the Bylaws, as stated therein, may not be altered, amended or repealed except by the affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called, for such purpose. Except for such provisions requiring a two-thirds

vote to alter, amend, or repeal, the Bylaws may be altered, amended or repealed and new bylaws may be adopted, by the shareholders upon affirmative vote of at least a majority of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called for such purpose.

Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article X shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called for such purpose.

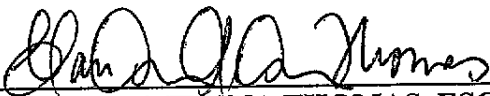
ARTICLE XI. NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by the Company shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE XII. AMENDMENT

Except as provided herein, these Articles of Incorporation may be altered, amended or repealed by the shareholders of the Company in accordance with Florida law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation pursuant to the laws of the State of Florida, on this 21st day of December 2000.

By: 

CLAUDIA MEDINA THOMAS, ESQ.
INCORPORATOR
The Carriage House, Biglow-Helms Mansion,
4807 Bayshore Boulevard, Tampa, Florida 33611.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as registered agent to accept service of process on behalf of Yellow Brick Solutions, Inc., at the place designated in Article IV of the Articles of Amendment of 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 am familiar with and accept the duties and responsibilities as registered agent.

12/21/00
DATE


CLAUDIA MEDINA THOMAS, ESQ.