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Sent via U.P.S.

February 26, 2001

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
01 FEB 27 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: Foresight Consulting, Inc.
Articles of Incorporation
Our File No. MR-066

Dear Sir or Madam;

Enclosed herewith the original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is our check for \$78.75 for the filing fee and a certified copy. Please certify the enclosed copy and return it in the self addressed, stamped envelope.

Thank you for your consideration in this matter.

Sincerely,



Marshall G. Reissman, Esq.

Enclosure

MGR/kg

1-01

**ARTICLES OF INCORPORATION
OF
FORESIGHT 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:

FORESIGHT CONSULTING, INC.

The address of the principal office of this corporation shall be 303 South Mercury Avenue, Clearwater, Florida 33765, 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 time is 1000 shares common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 5001 W. Cypress Street, Suite #200, Tampa, Florida 33607, and the name of the initial registered agent of the corporation at that address is Marshall G. Reissman.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. BOARD OF 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 four (4) Directors initially. The names and street addresses of the initial members of the Board of Directors is:

Christopher Chiapetta

303 South Mercury Avenue
Clearwater, Florida 33765

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Rhett Jones

1109 Sunnydale Drive
Clearwater, Florida 33755

Garth McMullen

3216 South Maritana Drive
St. Petersburg Beach, Florida 33706

Anthony M. Jowano

3609 Freemantle Drive
Palm Harbor, Florida 34684

ARTICLE VII. INDEMNIFICATION

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence. The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

ARTICLE VIII. STOCK TRANSFER RESTRICTION

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholders immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, personal representative or survivor(s) of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of

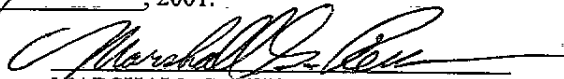
incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation".

ARTICLE IX. INCORPORATOR

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

Marshall G. Reissman
Pritchard & Reissman, P.A.
5001 W. Cypress Street, Suite #200
Tampa, Florida 33607

IN WITNESS WHEREOF, the undersigned Marshall G. Reissman, has hereunto set his hand and seal, on this 26th day of FEBRUARY, 2001.



MARSHALL G. REISSMAN, ESQ.
PRITCHARD & REISSMAN, P.A.
P.O. Box 25158
Tampa, Florida 33622-5158
(813) 287-8988
FBN: 310085

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that on this day before me, an officer duly authorized in the above mentioned state and county to take acknowledgments, personally appeared Marshall G. Reissman, known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.


Witness my hand and official seal in the above-mentioned county and state the 26th day of FEBRUARY, 2001.

(Seal)



NOTARY PUBLIC
My Commission Expires:

MGR/kg/MR-066/022601



Kathleen R Gilman
My Commission CC788934
Expires November 8, 2002

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Marshall G. Reissman, having a business office identical with the registered office of the corporation named above is familiar with and accepts the duties and responsibilities of the position of the Registered Agent under Section 607.0505, Florida Statutes.


MARSHALL G. REISSMAN

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