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ECKER, P.A.**

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Maryland and D.C.
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+ Virginia also
• Maryland only
• D.C. only
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◊ D.C. & Virginia only

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March 5, 2001

VIA FEDERAL EXPRESS

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

Re: SkipJo Consulting, Inc.
Our File No. 090-000-999

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-03/06/01--01035--004
*****78.75 *****78.75

Division of Corporations:

Enclosed please find:

1. Division of Corporations Transmittal Letter;
2. Original Articles of Incorporation of SkipJo Consulting, Inc.;
3. Copy of Articles of Incorporation of SkipJo Consulting, Inc.; and
4. Check in the amount of \$78.75 for the filing and certified copy fees.

Please file the Articles of Incorporation and return evidence of the filing and the certified copy to my attention at the address listed below.

If you have any questions I can be reached at (301) 230-5259.

Very truly yours,



Barbara L. Bickham
Legal Assistant

Enclosures

cc: Robert B. Canter, Esq. (w/ encls.)

T: 03091

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**ARTICLES OF INCORPORATION
OF
SKIPJO CONSULTING, INC.**

The undersigned, 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 SkipJo Consulting, Inc.

SECOND: The street address, wherever located, of the principal office of the Corporation is 11562 Green Golf Lane, Boynton Beach, Florida 33437.

The mailing address, wherever located, of the Corporation is 11562 Green Golf Lane, Boynton Beach, Florida 33437.

THIRD: The number of shares that the Corporation is authorized to issue is one thousand (1,000), par value one cent (\$.01) per share, all of which are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is 11562 Green Golf Lane, Boynton Beach, Florida 33437.

The name of the initial registered agent of the Corporation at said registered office is Ivan N. Schatz.

The written acceptance of said initial registered agent, as required by the provisions of 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.

FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Robert B. Canter	11921 Rockville Pike, Third Floor Rockville, Maryland 20852

The name and address of the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Ivan N. Schatz	11562 Green Golf Lane Boynton Beach, Florida 33437
JoAnne B. Schatz	11562 Green Golf Lane Boynton Beach, Florida 33437

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of stock of the Corporation that the Corporation proposes to issue or any rights or options that the Corporation proposes to grant for the purchase of shares of any class of stock of the Corporation or for the purchase of any shares of stock, bonds, securities, or obligations of the Corporation that are convertible into or exchangeable for, or that carry any rights to subscribe for, purchase, or otherwise acquire shares of any class stock of the Corporation; and any and all of such shares of stock, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its sole and absolute discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the Corporation is organized are as follows:

To engage in the business of consulting services.

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the Corporation shall be perpetual.

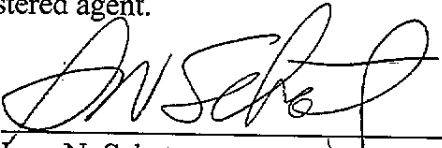
NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on March 5, 2001


Robert B. Canter, Incorporator

Having been named as registered agent and to accept service of process for SkipJo Consulting, Inc. 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.


Ivan N. Schatz

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