

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P01000034817

Results Consulting, Inc.

700003960367--8
-04/05/01--01030-019
*****78.75 *****78.75

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
01 APR -5 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 APR -5 AM 10:46
DIVISION OF CORPORATION

J. BRYAN APR - 5 2001

Signature _____

Requested by: DR 4-5-01
Name Date Time

Walk-In _____ Will Pick Up _____

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

FILED
01 APR -5 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

1.1 The name of the corporation is RESULTS CONSULTING, INC.

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

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

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

**Initial Registered Office and Agent
and Principal Office and Mailing Address**

6.1 The street address of the initial registered office and the principal mailing address of this corporation is 721 First Avenue North, St. Petersburg, Florida 33701, and the name of the initial registered agent of this corporation is Englander & Fischer, P.A.

6.2 The initial principal office of this corporation is located at 4850 Osprey Drive South, Unit 206G, St. Petersburg, FL 33711, and the corporation's initial mailing address is c/o Englander & Fischer, P.A., 721 First Avenue North, St. Petersburg, Florida 33701.

ARTICLE VII

Initial Board of Directors

7.1 This corporation shall have one (1) director initially.

7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.3 The name and address of the initial director of this corporation is:

Gerald R. Wendel
4850 Osprey Drive South,
Unit 206G,
St. Petersburg, FL 33711

ARTICLE VIII

Incorporators

8.1 The name and address of the person signing these Articles is:

H. James Fischer
721 First Avenue North,
St. Petersburg, Florida 33701

ARTICLE IX

Indemnification

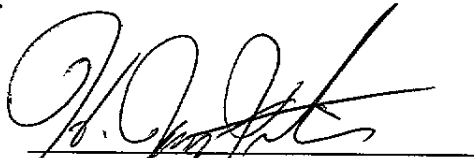
9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

Amendment

10.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

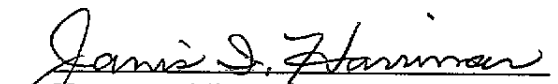
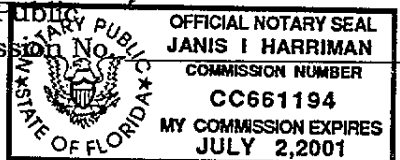
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on April 4, 2001.



H. JAMES FISCHER
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 4th day of April, 2001, by H. JAMES FISCHER. He is personally known to me and did not take an oath.

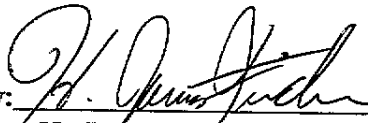

Notary Public
Commission No. _____


(Name of Notary typed, printed or stamped)

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for RESULTS CONSULTING, INC., at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

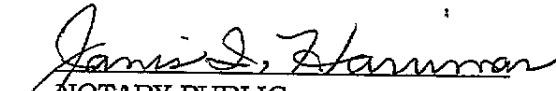
ENGLANDER & FISCHER, P.A.

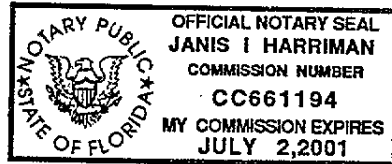
By: 
H. JAMES FISCHER
President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared H. JAMES FISCHER, as President of Englander & Fischer, P.A., a Florida Professional Association, who is personally known to me, and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed on behalf of the Professional Association, and did not take an oath.

SWORN TO AND SUBSCRIBED before me this 4th day of April, 2001.


NOTARY PUBLIC
My Commission Expires:



FILED
01 APR -5 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA