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Reply To:

Fort Walton Beach
e-mail: rnewman@becker-poliakoff.com

July 2, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: BUSINESS APPLICATION SYSTEMS IMPLEMENTATION CONSULTANTS, INC.

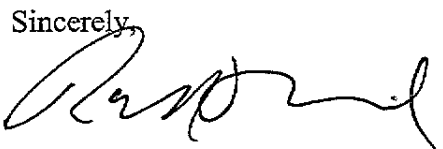
Ladies and/or Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation of
Please file and return the copy to us with your date stamp. We would also like to get
a certificate of status.

Our check in the sum of \$78.75 is enclosed for the incorporation fees and certificate
of status.

Thank you for your assistance.

Sincerely,


RAYMOND F. NEWMAN, JR.
For the Firm

/pm

Encls.

cc: Client

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-07/05/01--01073--009
*****78.75 *****78.75

FILED
01 JUL -5 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FL 32314

7-19
Raymond F. Newman, Jr.
GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. I
DATE 7-20-01
DOG. IDAM 1090

7-20-01
10110
uc

ARTICLES OF INCORPORATION
OF

BUSINESS APPLICATION SYSTEMS IMPLEMENTATION CONSULTANTS, INC.

FILED
01 JUL -5 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

Business Application Systems Implementation Consultants, Inc.
The name of the corporation is B . The principal office for doing business in the State of Florida is 8520 Gulf Boulevard, #23, Navarre, FL 32566.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of software implementation consulting and the transaction of any or all other lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes, or any other applicable Florida Law.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock having a par value of \$.10 per share. This stock shall have the entire voting power of the corporation.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 348 Miracle Strip Parkway, S.W., Suite 7, Ft. Walton Beach, FL 32548. The initial registered agent at that address is Raymond F. Newman, Jr. of Becker & Poliakoff, P. A.

ARTICLE V. DIRECTORS

The corporation shall have a board of directors consisting of not more than five directors, with the exact number to be determined by the shareholders at each annual meeting. The initial board of directors shall consist of one member.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator is:

Patricia A. Mullins
348 Miracle Strip Parkway, S.W., Ste. 7
Ft. Walton Beach, FL 32548

ARTICLE VII. AMENDMENT

The power to amend the Articles of Incorporation of this corporation shall be vested in the Shareholders. Every amendment shall require the approval of 75% of the stock entitled to vote thereon.

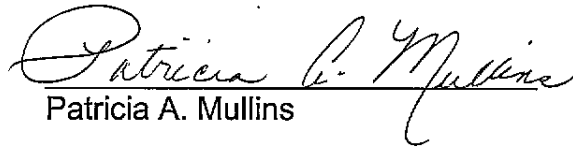
ARTICLE VIII. BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors. Any action taken under this Article shall require the approval of 75% of the Board of Directors.

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 26th day of June, 2001.

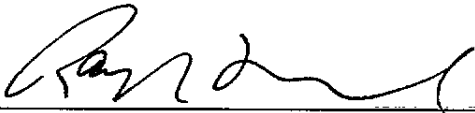

Patricia A. Mullins

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That ^{Business Application Systems Implementation Consultants, Inc.}
 [↗] desiring to organize under the laws of the State of
Florida, with its principal office in the City of Navarre, Florida, has named Raymond F. Newman, Jr. of Becker & Poliakoff, P.A. as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Raymond F. Newman, Jr.

FILED
01 JUL -5 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FL 32399