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Law Offices of

MARGARET A. BENTON

ATTORNEY AND COUNSELOR AT LAW

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July 16, 2001

Divisions of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-07/27/01--01061--005
*****87.50 *****87.50

Re: New Corporation

Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation of Russo Consulting Group, Inc.

In reference to Russo Consulting Group, Inc., enclosed is a check in the amount of \$87.50 for (1) filing fee of \$70.00, (2) fee for certified copy of \$8.75, and (3) fee for certificate of status of \$8.75.

Kindly return the certified copy and certificate of status in the enclosed stamped, self addressed envelope.

Thank you very much.

Sincerely,


Margaret A. Benton
Attorney at Law

MAB/cdr

cc: Gregory L. Russ

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 27 PM 12:48

FILED

gr/30

**ARTICLES OF INCORPORATION
OF
RUSSO CONSULTING GROUP, INC.**

FILED
01 JUL 27 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be **Russo Consulting Group, Inc..**

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 10727 Palm Springs Drive, Boca Raton, FL 33428. The mailing address of the Corporation shall be 10727 Palm Springs Drive, Boca Raton, FL 33428.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time, is one million (1,000,000) shares of common stock having a par value of one cent (\$0.01) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 10727 Palm Springs Drive, Boca Raton, FL 33428. The Board of Directors may from time to time, move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Gregory L. Russ. The Board of Directors may from time to time, designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Gregory L. Russ	10727 Palm Springs Dr., Boca Raton, FL 33428

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be two (2).

B. The initial directors in this Corporation shall be:

Gregory L. Russ, 10727 Palm Springs Dr., Boca Raton, FL 33428

Joel Soodeen, 8400 NW 35th Street, Coral Springs, FL 33065

C. The number of directors may be increased or decreased from time to time in accordance with the By laws of this Corporation, but shall never be less than one (1).

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be for computing consulting and also to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

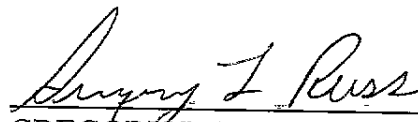
ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Fort Pierce, Florida, this 12th day of July 2001.

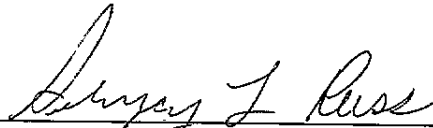


GREGORY L. RUSS

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above-mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

DATED this 12th day of July 2001.


Registered Agent: GREGORY L. RUSS

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01 JUL 27 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA