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TRANSMITTAL LETTER

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

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-08/15/01--01031--011
*****78.75 *****78.75

SUBJECT: ARNOW CONSULTING & TRAINING, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: _____

THOMAS E. CONE, JR.
ATTORNEY & COUNSELOR AT LAW

813/949-9698
813/949-1342 FAX
tccone@ix.netcom.com

150-A WHITAKER ROAD
LUTZ, FLORIDA 33549

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2001 AUG 15 AM 10:17

FILED

NOTE: Please provide the original and one copy of the articles.

8/20/01

**ARTICLES OF INCORPORATION
OF
ARNOW CONSULTING & TRAINING, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is ARNOW CONSULTING & TRAINING, INC.

ARTICLE II

The Corporation is being formed for the purpose of engaging in the business of software consulting & training, and for any other proper and lawful purpose as may be hereafter determined by the Board of Directors.

ARTICLE III

The existence of the Corporation shall begin on the date these Articles are filed in the office of the Florida Secretary of State.

ARTICLE IV

The street address of the principal office of the Corporation is 8707 Lake Calm Lane, Odessa, FL 33556.

ARTICLE V

The maximum number of shares this Corporation is authorized to issue is 2,000, par value \$1 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

The initial street address of the Corporation's registered office is 8707 Lake Calm Lane, Odessa, FL 33556. The initial registered agent for the Corporation at that address is SUZANNE ARNOW.

ARTICLE VII

The initial board of directors shall consist of ONE member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

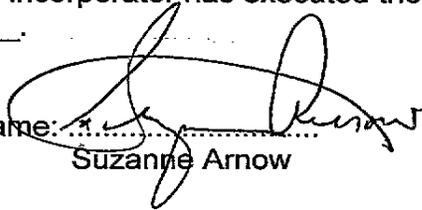
Name:
Suzanne Arnow

Address:
8707 Lake Calm Lane, Odessa, FL 33556

ARTICLE IX

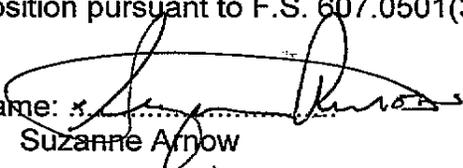
The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on Aug 10, 2001.

Name: 
Suzanne Arnow

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Arnow Consulting & Training, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Name: 
Suzanne Arnow

Date: 8/10/01

2001 AUG 15 AM 10:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED