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August 16, 2001

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Secretary of State
Division of Corporations
The George Firestone Bldg.
409 Gaines Street
Tallahassee, Florida 32399

**RE: FILING OF ARTICLES OF INCORPORATION FOR
EMPACT CONSULTING GROUP, INC.**

Dear Sir/Madam:

Enclosed please find a check payable to the Secretary of State in the amount of \$70.00 for filing of the enclosed Articles for EMPACT CONSULTING GROUP, INC. If you should have any questions or need any further information, please feel free to call.

Very truly yours,

TIMOTHY W. GENSMER, P.A.


Timothy W. Gensmer

TWG/tgw

Enclosures:

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01 AUG 20 AM 8:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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8/22/01

FILED

ARTICLES OF INCORPORATION

01 AUG 20 AM 8:04

OF

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

EMPACT CONSULTING GROUP, INC.

ARTICLE 1. - NAME

The name of this corporation is **EMPACT CONSULTING GROUP, INC.**

ARTICLE 2. - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE 3. - PURPOSE

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

ARTICLE 4. - POWERS

This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE 5. - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - PREEMPTIVE RIGHTS

The holders of the common stock of the corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the corporation as may be issued from time to time of the corporation which have never previously been

sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the corporation, and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE 7. - PRINCIPAL OFFICE OR MAILING ADDRESS

The street address of principal office is **2637 Trinidad Street, Sarasota, Florida 34231** and the mailing address of the corporation is **2637 Trinidad Street, Sarasota, Florida 34231**.

ARTICLE 8. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **2637 Trinidad Street, Sarasota, Florida 34231** and the name of the initial registered agent of this corporation at that address is **Tim White**.

ARTICLE 9. - INCORPORATOR

The name and address of the Incorporator is:

**Tim White
2637 Trinidad Street
Sarasota, Florida 34231**

ARTICLE 10. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is

subject to this reservation.

The undersigned incorporator has executed these Articles of
Incorporation on the 15th day of August, 2001.

Tim White
TIM WHITE

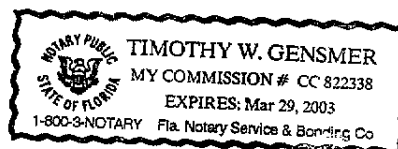
STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, a Notary Public, appeared **TIM WHITE** known to be the
person described as the Incorporator, or who produced
known to me as identification, who executed the
foregoing Articles of Incorporation, and said person did
acknowledge subscribing to the same.

Witness my hand and official seal this 15th day of
August, 2001.

Timothy W. Gensmer
NOTARY PUBLIC

MY COMMISSION EXPIRES:



ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT FOR

EMPACT CONSULTING GROUP, INC.

FILED

01 AUG 20 AM 8:04

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named to accept service of process for the above-stated corporation, at the place designated in the corporation's articles of incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 8-15-01

Tim White
TIM WHITE