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A PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELLORS AT LAW

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FILED
01 OCT 15 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 12, 2001

Via Express Mail

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Global Project Solutions Group, Inc.- Incorporation

Dear Sir/Madam:

Enclosed are the following items in connection with the filing of the Articles of Incorporation for the above-referenced corporation:

1. Original Articles of Incorporation together with copy;
2. Original Designation of Registered Agent and Registered Office together with copy;
3. Our check in the amount of \$78.75 to cover the following costs:

Filing Fee and Registered Agent Designation	\$70.00
Certified Copy	8.75

Once filing is completed, please forward a certified copy of the Articles of Incorporation to this firm.

Thank you for your assistance in this matter.

Sincerely,


Roy W. Cohn

Enclosures
RWC/ms/Cp-

10-17-01
WJC

**ARTICLES OF INCORPORATION
OF
GLOBAL PROJECT SOLUTIONS GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation, for profit, files these Articles of Incorporation with the Secretary of State of the State of Florida, pursuant to the Florida Business Corporation Act of the State of Florida, Chapter 607, Florida Statutes.

1. NAME. The name of the corporation is Global Project Solutions Group, Inc. (the "Corporation").
2. ADDRESS. The street address and the mailing address of the initial principal office of the Corporation is 8600 Hidden River Parkway, Suite 300, Tampa, FL 33637.
3. NUMBER OF SHARES. The maximum number of shares which the Corporation is authorized to issue is 10,000 shares of common stock, having no par value per share.
4. NO PREEMPTIVE RIGHTS. No preemptive rights are granted to shareholders of the Corporation.
5. INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the Corporation is 3321 Henderson Blvd., suite 300, Tampa, FL 33609, and the name of the initial registered agent is Roy W. Cohn.
6. INCORPORATOR. The name and address of each incorporator for the Corporation is set forth immediately below:
Roy W. Cohn
3321 Henderson Blvd., Suite 300
Tampa, FL 33609
7. POWERS OF CORPORATION. The Corporation shall have and may exercise at all times all of the powers and rights to the maximum extent, and without restriction, as conferred upon corporations by the laws of the State of Florida and of the United States.
8. AMENDMENT. The corporation shall have the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in any manner now or hereafter permitted by statute.

EXECUTED this 12th day of October, 2001.

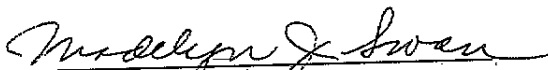


Roy W. Cohn, Incorporator


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, this 12th day of October, 2001 by Roy W. Cohn, who is personally known to me.

NOTARY PUBLIC

Sign: 

State of Florida at Large

 Madelyn J Swan
My Commission CC716646
Expires March 22, 2002

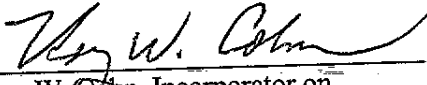
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, this Designation is submitted:

1. Global Project Solutions Group, Inc. is a corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tampa, County of Hillsborough, State of Florida;
2. Global Project Solutions Group, Inc. hereby names **Roy W. Cohn**, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;
3. Global Project Solutions Group, Inc. hereby designates as its registered office, the street address of said registered agent's place of business, which is **3321 Henderson Blvd., Suite 300, City of Tampa, County of Hillsborough, State of Florida 33609.**

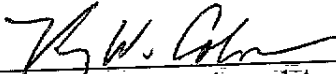
SUBMITTED this 12 day of October, 2001.



Roy W. Cohn, Incorporator on
behalf of Global Project Solutions Group, Inc.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, relative to keeping open said office.

By: 

Roy W. Cohn, Registered Agent

Date: Oct. 12, 2001