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Schlossberg & Co.
Accountants and Auditors
9900 West Sample Road, Suite 318
Coral Springs, Florida 33065
Telephone: 954.755.7140 · Facsimile: 954.340-5331

1/3/2002

FLORIDA DEPT. OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL. 32314

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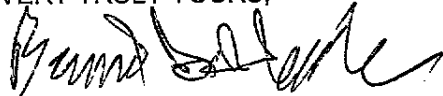*****70.00   *****70.00

TO WHOM IT MAY CONCERN:

REFERENCE 2ND PHASE CONSULTING, INC.

WE WOULD APPRECIATE IT IF YOU WOULD BE KIND ENOUGH TO MAIL ALL DOCUMENTS
TO: DENNIS L. LASALLE
     56 KINGDOM AVE
     STATEN ISLAND, NEW YORK 10312

THE CLIENT IS PRESENTLY IN NEW YORK AND WOULD LIKE ALL DOCUMENTS MAILED
TO HIM.

THANKING YOU IN ADVANCE FOR YOUR COOPERATION IN THIS MATTER

VERY TRULY YOURS,

BERNARD SCHLOSSBERG
For the firm

FILED
02 JAN 10 PM 12: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-15-02

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I   NAME
The name of the corporation shall be:

2nd Phase Consulting, Inc.

ARTICLE II   PRINCIPAL OFFICE
The principal place of business/mailing address is:
6259 Sebring Street
Spring Hill, Florida 34607

ARTICLE III   PURPOSE
The purpose for which the corporation is organized is:

Computer Consulting

ARTICLE IV   SHARES
The number of shares of stock is:

1,000

ARTICLE V   INITIAL OFFICERS/DIRECTORS (optional)
The name(s) and address(es):
Dennis L. LaSalle
6259 Sebring Street
Spring Hill, Florida 34607

ARTICLE VI   REGISTERED AGENT
The **name and Florida street address** of the registered agent is:

Bernard Schlossberg
9900 West Sample Road
Suite 318
Coral Springs, Florida 33065

ARTICLE VII   INCORPORATOR
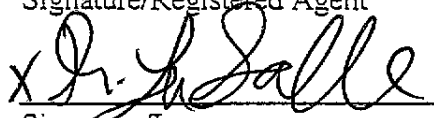The **name and address** of the Incorporator is:
Dennis L. LaSalle
6259 Sebring Street
Spring Hill, Florida 34607

****

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

_____   1/3/02
Signature/Registered Agent   Date

_____   1-4-02
Signature/Incorporator   Date