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Coral Springs, Fl. 33071
(954) 345-9279

February 8, 2002

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

600004911026--9
-02/12/02--01031--001
*****78.75 *****78.75

Re: *Trillium Management Resources Inc.*

Enclosed are the Articles of Incorporation for *Trillium Management Resources, Inc.*, a for profit corporation.. Please file the enclosed articles upon receipt. There is a check for \$78.75 to cover the filing fee, designation of registered agent, a return certified copy and corporate certificate. A preliminary search indicated that the name of *Trillium Management Resources, Inc.* is available.

Please return the certificate and certified copies to the Registered Agent of this corporation:

Jean Costa, Esq. 1628 Cypress Pointe Drive, Coral Springs, Fl. 33071

Thank-you for your anticipated prompt response.

Sincerely,


Jean A. Costa, Esq.

FILED
02 FEB 12 AM 9:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

02-15-02 ✓
5

ARTICLES OF INCORPORATION

FOR

TRILLIUM MANAGEMENT RESOURCES INC.

FILED
02 FEB 12 AM 9:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, undersigned, being a natural person, does hereby act as 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 is **TRILLIUM MANAGEMENT RESOURCES, INC..**

ARTICLE II

The existence of this corporation shall commence upon the filing of these Articles and its existence shall be perpetual.

ARTICLE III

The general nature and purpose of Trillium Management Resources, Inc. is to provide comprehensive business management consultant services, and to engage in the transaction of any lawful business for which corporations may incorporate. This corporation shall be able to acquire, own, hold, manage and control real and personal property of every description, including stock in any corporation, and to sell and convey, mortgage, pledge, lease or otherwise dispose of such property or any part thereof, and to lend money either upon or without security.

ARTICLE IV

The street address of the principal office of Trillium Management Resources, Inc., is: 1396 NW 159th Avenue, Pembroke Pines, Florida 33028.

ARTICLE V

The maximum number of shares this Corporation is authorized to issue is One Hundred (100), 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 1628 Cypress Pointe Drive, Coral Springs, Florida 33071. The initial registered agent for the Corporation at that address is Jean A. Costa, Esq..

ARTICLE VII

The initial board of directors shall consist of two members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Neil Gillan Irvine	1396 NW 159 th Ave., Pembroke Pines, Fl. 33028.
Joanne P. McCourt	1396 NW 159 th Ave., Pembroke Pines, Fl. 33028.

ARTICLE VII

The person that this corporation shall name as director/executive officer is Neil Gillan Irvine, 1396 NW 159th Ave., Pembroke Pines, Fl. 33028.

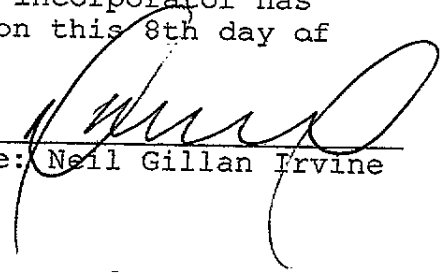
ARTICLE VIII

The names and street address of the person signing these articles of incorporation is Neil Gillan Irvine, 1396 NW 159th Ave., Pembroke Pines, Fl. 33028.

ARTICLE IX

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

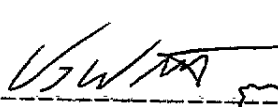
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 8th day of February, 2002.

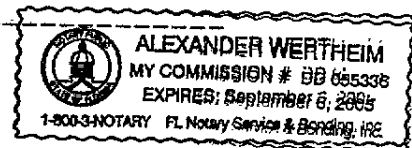

Name: Neil Gillan Irvine

STATE OF FLORIDA
COUNTY OF BROWARD:

The foregoing instrument was acknowledged before me on this the 9th Day of February 2002.

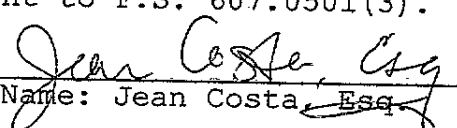
My commission expires: September 6, 2005


NOTARY PUBLIC



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **TRILLIUM MANAGEMENT RESOURCES, INC.** the place designated in the these articles of incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. The undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Jean Costa, Esq.

Date : February 8, 2002