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ZELLER & ASSOCIATES, L.L.C.

Ronald J. Zeller, Esq.

ESPERANTE' BUILDING

James J. Cooney, Esq. (1938-2000)

222 LAKEVIEW AVENUE, SUITE 260

WEST PALM BEACH, FLORIDA 33401

Of Counsel:

TELEPHONE : (561) 802-4480

TELEFAX: (561) 802-4387

A. Faxon Henderson, Esq.

Richard H. Olsen, Esq.

May 1, 2002

Division of Corporation

Florida Department of State

P.O. Box 6327

Tallahassee, Florida 32314

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-05/03/02--01084--021

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

Dear Secretary of State:

Enclosed please find the original and one copy of the Articles of Incorporation for Ground Rules, Inc., for filing. Also enclosed please find our Trust Account check in the amount of \$70.00 for filing fees for the following:

1. Articles of Incorporation- \$35.00
2. Designation of and acceptance by registered agent- \$35.00

If you should have any questions, please contact me at the above referenced number.

Very truly yours,



Ronald J. Zeller, Esq.

RJZ:stz

w/Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -3 PM 1:22

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ARTICLES OF INCORPORATION
OF
GROUND RULES, INC.

FILED
02 MAY -3 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be Ground Rules, Inc.

ARTICLE II

Purpose

This Corporation is organized for the following purposes;

(a) This Corporation may engage in software development and sales, computer systems integration services, web services and software, computer systems management, and consulting services, and any or all other lawful activities related thereto, and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and

(b) For the purpose of transacting any or all other lawful business.

ARTICLE III

Capital Stock

This Corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE IV

Preemptive Rights

There shall be preemptive rights.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is 222 Lakeview Avenue, Suite 260, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Ronald J. Zeller, Esq.

ARTICLE VII

Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Board of Directors pursuant to the By-laws but shall never be less than (1). The name and address of the initial director(s) of this Corporation is as follows:

Anthony Heminger
222 Lakeview Avenue, Suite 160-284
West Palm Beach, Florida 33401

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

Special Provisions

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office of directorship in this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in any way interested.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows:

Suzanne T. Zeller

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of May, 2002.


Suzanne T. Zeller, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Suzanne T. Zeller, personally known to me and who did not take an oath; and who acknowledged signing the foregoing Articles of Incorporation for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 1st day of May, 2002.

(SEAL) _____



Iris M Dimick
★ My Commission CC793434
Expires December 25, 2002

Iris M. Dimick
Notary Public - _____
My Commission No.: _____
My Commission Expires: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

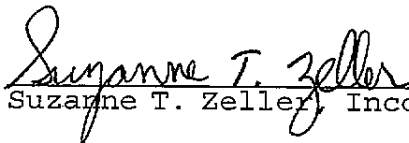
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT GROUND RULES, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN PALM BEACH COUNTY, STATE OF FLORIDA, HAS NAMED
RONALD J. ZELLER, ESQ., LOCATED AT 222 LAKEVIEW AVENUE, SUITE 260,
WEST PALM BEACH, FLORIDA 33401, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.


Suzanne T. Zeller, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.


Ronald J. Zeller, Esq.
Registered Agent
Dated: May 1, 2002