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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 14 PM 2:21

PAPY, WEISSENBOERN, POOLE & VRASPIR, P.A.
ATTORNEYS AT LAW

PLEASE REPLY TO SPRING HILL

SPRING HILL OFFICE

PARK PLACE
5327 COMMERCIAL WAY
SUITE A101
SPRING HILL, FL 34606
(352) 597-7890
FAX: (352) 597-7894

TAMPA OFFICE

ONE URBAN CENTRE
4830 WEST KENNEDY BLVD.
SUITE 335
TAMPA, FL 33609
(813) 875-5400
(800) 215-3847
FAX: (813) 876-5706

MIAMI OFFICE

3001 PONCE DE LEON BLVD.
SUITE 214
CORAL GABLES, FL 33134
(305) 446-5100
(888) 366-7790
FAX (305) 445-6793

May 9, 2002

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

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

Re: Articles of Incorporation
Management Consulting Systems, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for Management Consulting Systems, Inc. and a check (check number 4913) for \$78.75. This amount includes \$ 35.00 Filing Fee, \$35.00 for Registered Agent Designation and \$ 8.75 for Certificate of Status.

If you have any questions, please contact us at 352-597-7890.

Very truly yours,

Ursula W. Griset

Ursula W. Griset
Legal Assistant to
Todd W. Vraspir

/ug
Enclosure

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JL
(6)

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ARTICLES OF INCORPORATION
OF
MANAGEMENT CONSULTING SYSTEMS, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME

The name of the corporation is: **Management Consulting Systems, Inc.**

ARTICLE TWO
PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

8087 Floral Drive
Spring Hill, Florida 34607

ARTICLE THREE
DURATION

The term of existence of the corporation is perpetual, existence commencing on the date of execution and acknowledgment of these articles by the State of Florida.

ARTICLE FOUR
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporate Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

**ARTICLE FIVE
CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is **ONE THOUSAND (1,000)**, all of which shall be common shares with par value of **ONE DOLLAR (\$1.00)** each.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is **5327 Commercial Way, Suite A101, Spring Hill, Florida 34606**, and the name of the initial registered agent at such address is **Todd W. Vraspir**.

**ARTICLE SEVEN
DIRECTORS**

The number of Directors constituting the initial Board of Directors of the corporation is **Two (2)**. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders. The names and addresses of each person who is to serve as a member of the initial Board of Directors:

<u>NAME</u>	<u>ADDRESS</u>
Douglas A. Salerno	8087 Floral Drive Spring Hill, Florida 34607
Shirley A. Salerno	8087 Floral Drive Spring Hill, Florida 34607

**ARTICLE EIGHT
SUBSCRIBERS/INCORPORATORS**

The name and address of the incorporators of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Douglas A. Salerno	8087 Floral Drive Spring Hill, Florida 34607

ARTICLE NINE INDEMNIFICATION

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

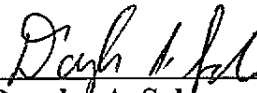
ARTICLE TEN PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares outstanding exclusive of the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of the receipt of notice from the corporation.

ARTICLE ELEVEN AMENDMENT

The Corporation reserves the right to amend, add to or repeal any provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the By-Laws.

Executed by the undersigned on the 8 day of May, 2002.

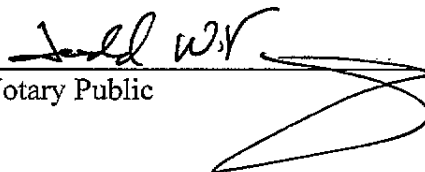


Douglas A. Salerno

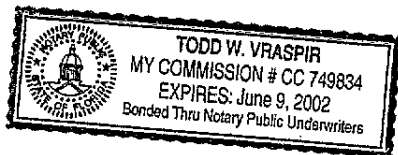
STATE OF FLORIDA
COUNTY OF HERNANDO

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared before me, **DOUGLAS A. SALERNO**, to me known to be a subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same. **DOUGLAS A. SALERNO** is personally known to me or has produced N/A as identification.

WITNESS my hand and official seal in the County and State named above this 8th day of May, 2002.


Notary Public

My Commission Expires:



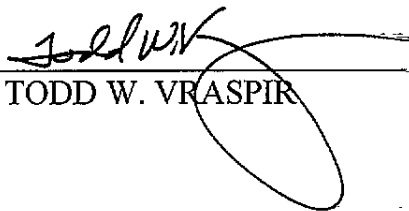
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ACKNOWLEDGMENT OF REGISTERED AGENT

This will acknowledge that TODD W. VRASPIR, is the Registered Agent for the corporation known as Management Consulting Systems, Inc. The location of the office of the Registered Agent is: 5327 Commercial Way, Suite A101, Spring Hill, Florida 34606.

Date: May, 8th, 2002

By: 
TODD W. VRASPIR