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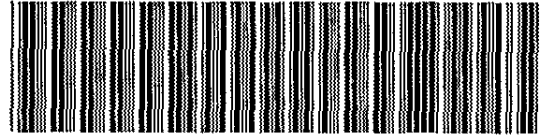
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DIVISION OF CORPORATIONS

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LAW OFFICES OF
BAXTER, STROHAUER, MANNION & SILBERMANN, P.A.

FIRST NATIONAL BANK OF FLORIDA BUILDING, SUITE 300
1150 Cleveland Street
Clearwater, FL 33755

JAMES A. BAXTER (of Counsel)
GARY N. STROHAUER
ELIZABETH R. MANNION
GALE SILBERMANN (of Counsel)

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Web: www.baxstoh.com

November 14, 2002

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Upfront Solutions, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$78.75 representing payment of the following:

Filing fee	\$35.00
Certified Copy fee	8.75
Registered Agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

With best wishes,

Baxter, Strohauser, Mannion
& Silbermann, P.A.


Elizabeth R. Mannion

ERM/nak

Enclosures

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ARTICLES OF INCORPORATION

OF

UPFRONT SOLUTIONS, INC.

ARTICLE I. CORPORATE NAME AND PRINCIPAL ADDRESS.

The name of this corporation is: Upfront Solutions, Inc., and the principal address is 887 Gulfview Boulevard, Clearwater, Florida 33767.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock (having a par value of 1.00 per share).

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND ADDRESS.

The Registered Agent and his/her street address in the State of Florida shall be:

Elizabeth R. Mannion
1150 Cleveland Street, Suite 300
Clearwater, FL 33755

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

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ARTICLE VII. INITIAL DIRECTORS.

The name of the initial directors of this Corporation and their street addresses are:

John L. Mannion
887 S. Gulfview Blvd.
Clearwater, Florida 33767

Ronald G. Pearl
887 S. Gulfview Blvd.
Clearwater, Florida 33767

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Elizabeth R. Mannion
1150 Cleveland Street, Suite 300
Clearwater, FL 33755

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 14th day of December, 2002.

Elizabeth R. Mannion
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 14th day of November, 2002, before me personally appeared, Elizabeth R. Mannion, who is personally known to me, and who executed the foregoing instrument and she

acknowledged the execution thereof to be her free act and deed, for the uses and purposes therein mentioned.

WITNESS my hand and official seal at Clearwater, County of Pinellas, State of Florida, the day and year last aforesaid.


Notary Public
My Commission Expires:



Nancy A Karpowicz-Kelly
My Commission DD045267
Expires July 26, 2005

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That Upfront Solutions, Inc., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 1150 Cleveland Street, Suite 300, City of Clearwater, County of Pinellas, State of Florida has named Elizabeth R. Mannion, located at 1150 Cleveland Street, Suite 300, City of Clearwater, County of Pinellas, State of Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY: Elizabeth R. Mannion
Elizabeth R. Mannion,
Registered Agent

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