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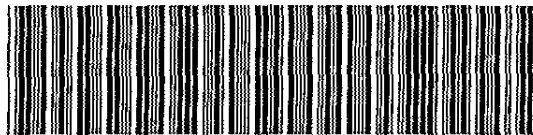
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WELBAUM, GUERNSEY, HINGSTON,
GREENLEAF & GREGORY, L.L.P.

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OF COUNSEL
RENÉ SACASAS

October 6, 2003

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Request to file Articles of Incorporation
of CHAMELEON CONSULTING GROUP, INC.

Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed which represents the filing fee as well as the fee for a certified copy.

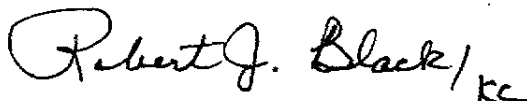
Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Furthermore, I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your attention to this matter.

Sincerely,

WELBAUM, GUERNSEY, HINGSTON,
GREENLEAF & GREGORY, L.L.P.

Handwritten signature of Robert J. Black in cursive script, followed by the initials "kc".

Robert J. Black
For The Firm

RJB:kc

Enclosures

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ARTICLES OF INCORPORATION
OF
CHAMELEON CONSULTING GROUP, INC.

The undersigned incorporator subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: CHAMELEON CONSULTING GROUP, INC.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence on the date these Articles are filed.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation are organized are:

1. To transact any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

The capital stock of this corporation shall be One Thousand (1,000) shares of the par value of One Dollar (\$1.00) per share, making the total One Thousand Dollars (\$1,000.00).

ARTICLE V - ADDRESS

The street address of the initial principal office of the corporation is: 815 N. Homestead Boulevard, #225, Homestead, Florida 33030 and the name of its initial Registered Agent and his

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address are: ROBERT J. BLACK, 901 Ponce De Leon Boulevard, Penthouse Suite, Coral Gables, Florida 33134.

ARTICLES VI - DIRECTORS

This corporation shall have a Board of Directors consisting of one (1) member initially, and all of the corporate powers shall be exercised and the business affairs of the corporation shall be managed under the direction of the Board of Directors. The name and address of the initial member of the Board of Directors is:

NAME

ADDRESS

CARL J. DURNBERG

815 N. Homestead Boulevard
#225
Homestead, Florida 33030

ARTICLE VII - INCORPORATORS

The name and the post office address of the incorporator of this corporation is:

NAME

ADDRESS


CARL J. DURNBERG

815 N. Homestead Boulevard
#225
Homestead, Florida 33030

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, these Articles have been subscribed on this, the 1st day of October, 2003.



CARL J. DURNBERG
INCORPORATOR

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly appointed in the State and County named above to take acknowledgments, personally appeared, **CARL J. DURNBERG**, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS, my hand and official seal in the County and State named above, this 1 day of October, 2003.

My Commission Expires:



Robert J. Black
MY COMMISSION # CC961175 EXPIRES
September 28, 2004
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC, State of Florida

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ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.

By: 
ROBERT J. BLACK -
REGISTERED AGENT