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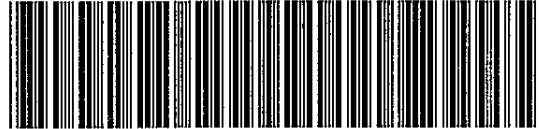
(Business Entity Name)

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03/23/04--01074--001 **70.00

FILED
04 MAR 23 PM 5:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Consulting Services Exchange, Inc.

4630 N. UNIVERSITY DRIVE-SUITE 201
CORAL SPRINGS, FL 33067
(754) 245-9000

March 2, 2004

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

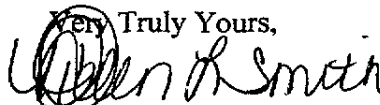
RE: Articles of Incorporation for
Consulting Services Exchange, Inc.

Dear Sir or Madam:

I have enclosed the Articles of Incorporation for **Consulting Services Exchange, Inc.** together with our firm's check in the amount of \$35.00 to cover the filing fees for the corporation and \$35.00 to cover the Registered Agent Designation for the corporation for a total of \$70.00.

Thank you in advance for your immediate attention to this matter. If you should have any questions or need any additional information, please do not hesitate to contact me at (754) 245-9000

Very Truly Yours,



Helen L. Smith

HLS3/ghh

Enclosures: Original Articles of Incorporation for **Consulting Services Exchange, Inc.**
Consulting Services Exchange, Inc.-check # 1025 in the amount of \$70.00

ARTICLES OF INCORPORATION

OF

Consulting Services Exchange, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida General Corporation Act, **Consulting Services Exchange, Inc.** adopts the following Articles of Incorporation:

**ARTICLE ONE
NAME**

The name of this corporation is **Consulting Services Exchange, Inc.** ("Corporation").

**ARTICLE TWO
DURATION**

The period of duration for this Corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The purpose is to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE FOUR
CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1000) shares of common stock class, with a Ten Dollar (\$10.00) par value for each share.

**ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent are as follows:

Helen L. Smith
4630 N. University Drive - #202
Coral Springs, FL 33067

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**ARTICLE SIX
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation is:

4630 N. University Drive ~ Suite 202~ Coral Springs, FL 333067

**ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS**

This Corporation shall have two- (3) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but the number of directors shall never be less than two (2).

The names and addresses of the initial directors of this Corporation are:

Xavier D. Washington ~ 5277 NW 192 Lane ~ Miami, FL 33055
Chamenka Watson-Blackmon ~ 4673 NW 58 Court ~ Tamarac, FL 33319
Helen L. Smith ~ 4630 N. University Drive ~ #202 ~ Coral Springs, FL 33067

**ARTICLE EIGHT
INCORPORATORS**

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

Helen L. Smith ~ 4630 N. University Drive ~ #202 ~ Coral Springs, FL 33067

**ARTICLE NINE
NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

**ARTICLE TEN
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this Corporation.

**ARTICLE ELEVEN
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors and upon a majority vote of the directors.

**ARTICLE TWELVE
INDEMNIFICATION**

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

**ARTICLE THIRTEEN
SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative votes of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE FOURTEEN
REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

**ARTICLE FIFTEEN
INFORMAL ACTION OF DIRECTORS**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the written evidence of their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

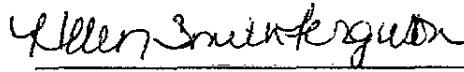
**ARTICLE SIXTEEN
RESTRICTIONS ON TRANSFER OF STOCK**

Restrictions on the sale or transfer of the stock of this Corporation may be set forth in a buy-sell agreement.

**ARTICLE SEVENTEEN
HEADING AND CAPTIONS**

The headings or captions of these Articles of Incorporation are inserted for convenience. They shall not have any force or effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 2nd day of March 2004.

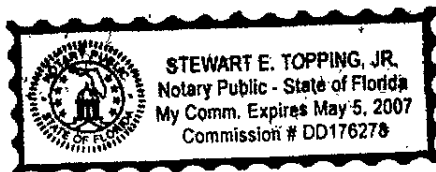


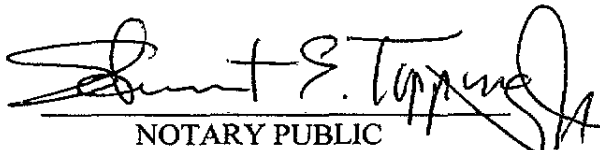
Helen L. Smith - *President*
Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared Larry Wise, to be known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ^{4th}~~2nd~~ day of March 2004





NOTARY PUBLIC
My Commission Expires:


**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

Consulting Services Exchange, Inc., (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named Helen L. Smith as its registered agent to accept service of process within the State of Florida with its registered office at 4630 N. University Drive ~ Suite 202 ~ Coral Springs, FL 33067

ACKNOWLEDGMENT

Having been named Registered Agent for the Corporation at the place designed in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 2nd day of March 2004.


Helen L. Smith
Registered Agent

FILED
04 MAR 23 PM 5:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA