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(Requestor's Name)

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(City/State/Zip/Phone #)

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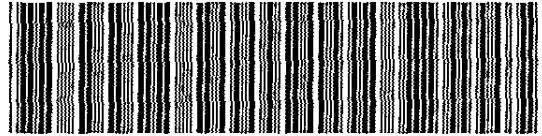
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03/25/04--01020--001 **78.75

EFFECTIVE DATE

04-01-04

FILED

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RECEIVED STATE
TOLSON, MISSOURI

pm 7/31

THEODORE J. SCHMIDT

March 22, 2004

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


Re: Empact Management Corporation

Sir or Madam:

Please find enclosed duplicate originals of the Articles of Incorporation for the above, together with the certificate designating the resident agent for the same.

Also, please find enclosed a check in the amount of \$78.75, representing payment of the filing fee, filing fee for designation of resident agent and certified copy of the Articles of Incorporation.

Respectfully yours,

A handwritten signature in black ink, appearing to read 'Theodore J. Schmidt', with a stylized flourish at the end.

Theodore J. Schmidt

TJS:tjs
Enclosures

03/22/04

ARTICLES OF INCORPORATION OF EMPACT MANAGEMENT CORPORATION

Pursuant to the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, the undersigned has placed his signature and seal upon this document for the purposes of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME: The name of this corporation is *Empact Management Corporation*.

ARTICLE II - EFFECTIVE DATE: The effective date of this corporation shall be April 1, 2004

ARTICLE III - DURATION: This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE: This corporation is organized for the following purposes:

To engage in the business of management consulting, including organizational development, including strategic, techno-structural, human resource, and human process planning, design, implementation and institutionalization, and related business.

To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities as evidence of indebtedness, or any shares of capital stock created or issued by another corporation or corporations, association or associations, of any state, district, territory or country; to purchase, hold as an investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, and while the owner, holder of pledges of such stock, or security, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; to aid in any lawful manner any corporation or association of which the bonds, or other securities, or evidences of indebtedness, or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation;

To acquire by purchase or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business similar to those purposes, and to take up any business, similar or incidental to the business in which this corporation is engaged, and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of business;

To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertaking;

To purchase, take, acquire, lease, hold, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter, and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter, and improve existing houses, warehouses or works thereon and appurtenant or convenient thereto;

To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend the trade and business interest of corporations, associations, firms and individuals;

To borrow money, to give promissory notes or other evidences of indebtedness therefore, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but no thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed of trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;

To make by-laws and regulations not inconsistent with the constitution of the United States, or of this state, or of the charter of the corporation; to have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description and for the purposes of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law;

To transact any or all lawful business;

EFFECTIVE DATE

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TALLAHASSEE, FLORIDA

03/22/04

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and their statements contained in each clause shall, except where otherwise expressly stated, be in no ways limited or restricted by reference to or interference from the terms of any other clause but shall be regarded as independent purposes and powers, rights or privileges given by law to corporations.

ARTICLE V – CAPITAL STOCK: This corporation is authorized to issue 500 shares of common stock with a par value of \$1.00 per share.

ARTICLE VI – REGISTERED AGENT: The name and address for the registered agent for this corporation is:

Joe Fletcher
4335 15th Way W.
Palmetto, FL 34221

ARTICLE VII – PRINCIPAL OFFICE: The address where the principal offices of this corporation are located is:

Empact Management Corporation
4322 15th Way West
Palmetto, FL 34221

ARTICLE VIII – INITIAL OFFICERS AND/OR DIRECTORS: this corporation shall have one (1) director initially, with the number of directors being increased or decreased from time to time as provided in the by-laws, but shall never be less than one (1). The officers of this corporation shall be a president, who shall be a director of the corporation; a vice president, a secretary and a treasurer, and other such officers and agents as may be necessary. All officers and agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the board of directors. Any person may hold two offices, except that the president shall not be also the secretary or assistant secretary of this corporation.

Name	Address
Theodore J. Schmidt, President, Treasurer	4322 15 th Way West, Palmetto, FL 34221
Karol A. Schmidt, Vice President	4322 15 th Way West, Palmetto, FL 34221

ARTICLE IX – INCORPORATOR: The name and address of the Incorporator is:

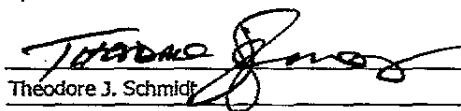
Ted Schmidt
4322 15th Way West
Palmetto, FL 34221

ARTICLE X – AMENDMENT: This corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI – INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by laws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

Dated: 3/23/04

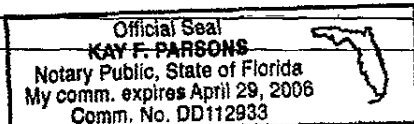

Theodore J. Schmidt

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 23rd day of March, 2004, by THEODORE J. SCHMIDT, who is personally known to me or who has produced Florida Driver's License as identification and who did/did not take an oath.

Notary Public

Name Kay F. Parsons



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

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

FIRST – That **IMPACT MANAGEMENT CORPORATION**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Palmetto, County of Manatee, State of Florida, has named **JOSEPH FLETCHER**, located at 4335 15th Way West, Palmetto, Florida, 34221, County of Manatee, State of Florida, as its agent to accept services of process within said state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at a 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.



JOSEPH FLETCHER
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA