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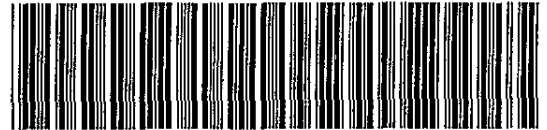
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: STRATEGIC SERVICE MANAGEMENT, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Friederike FISCHER FEITH
Name (Printed or typed)

1524 Briercliff Dr.
Address

ORLANDO, FL 32806
City, State & Zip

(407) 228 4030
Daytime Telephone number

✓ **NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION
OF
STRATEGIC SERVICE MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation
under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

STRATEGIC SERVICE MANAGEMENT, INC.

The address of the principal office of this corporation
shall be: 1524 Briercliff Drive, Orlando, FL 32806
and the mailing address of the corporation shall be the same.

ARTICLE II. DURATION

The period of its duration is perpetual.

ARTICLE III. NATURE OF BUSINESS

This purpose of the corporation shall be Sales of
Quality Services, Management Tools, Productivity Services,
Strategic Service and Support Consulting and Management,
Quality Management and Training and Educational Development
and the corporation may engage or transact in any or all
lawful activities or business permitted under the laws of the
United States, the State of Florida or any other state,
country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be: 1524 Briercliff Drive, Orlando, Florida 32806

and the name of the initial registered agent of the corporation at that address is: Friederike Fischer-Frith.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 1 Director, initially.

The name and address of the initial member of the Board of Directors is: Stephanie Genety, Elritzenstrasse 22, 81825 Munich, Germany. The tenure in office for the member of the first Board of Directors shall be until the first annual meeting in 2005 and until their successors are elected and qualified.

The number, terms of office, powers, authorizations and duties of the Director of the Corporation, the time and place of the meetings, and such other regulations with respect to the Director which are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of the Corporation.

Any action, other than an action requiring membership approval, may be taken by the Board of Directors by written action signed by the number of Directors that would be required to take the same action at a meeting of the Directors; provided that all Directors shall be notified of the text of the written action prior to the signing by any of the Directors. Upon adoption of any such written action all Directors shall be notified immediately of the effective date of such action.

Directors need not be residents of the State of Florida. Directors shall have the authority to fix the compensation of the officers of this corporation.

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the

corporation, or until their successors are elected or appointed are: President and Vice President, Ottmar Hoehenberger, Elritzenstrasse 22, 81825 Muenchen, Germany.

ARTICLE VIII. NO DIRECTOR, OFFICER OR MEMBER LIABILITY

The Directors, Officers, Registered Agent and Members of the Corporation shall not be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the Directors, Officers, Registered Agent or Members be subject to the payment of the debtor obligations of the Corporation to any extent whatsoever.

ARTICLE IX. 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 by a majority vote.

ARTICLE X. INDEMNIFICATION

The corporation may be empowered to indemnify the Registered Agent or 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 XI. 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 vote 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. A shareholders meeting can occur outside the State of Florida or the United States.

ARTICLE XII. 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 XIII. INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are 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 XIV, 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.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

STRATEGIC SERVICE MANAGEMENT, INC.

The name and address of the registered agent and office is:

**Friederike Fischer-Frith, 1524 Briercliff Drive,
Orlando, FL 32806**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

Friederike Fischer-Frith

DATE

May 19-04

ARTICLE XV. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE XVI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation: Friederike Fischer-Frith, 1524 Briercliff Drive, Orlando, Fl 32806.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand this 19th day of May, 2004.

By: *Friederike Fischer-Frith*
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA