

* AC 92604 (1.0(17)) Feb 1994

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EFFECTIVE DATE
1-9-95

ARTICLES OF INCORPORATION
OF
MANAGEMENT CONSULTING INTERNATIONAL, INC.

FILED
95 JUN 10 PM 12:53
CLERK OF DISTRICT COURT
JULY 10 1995

Article I - Name

The name of this corporation is Management Consulting International, Inc.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office; Mailing Address

The mailing address of this corporation is 1600 S.E. 17th Street Causeway, Suite 404, Ft. Lauderdale, FL 33316.

20304RMAASS

EFFECTIVE DATE

1-9-95

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is John A. Maass.

Article VIII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The names and addresses of the initial directors of this corporation are:

Richard M. Bosshardt

1600 S.E. 17th Street Causeway, Suite 404

Ft. Lauderdale, FL 33316

Kurt E. Bosshardt

1600 S.E. 17th Street Causeway, Suite 404

Ft. Lauderdale, FL 33316

Article IX - Incorporator

The name and address of the person signing these Articles is John A. Maass, 321 Royal Poinciana Plaza, Palm Beach, FL 33480.

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

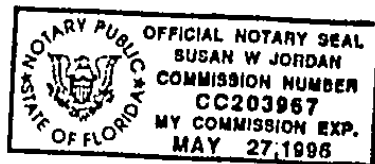
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of January, 1995.

John A. Maass
John A. Maass

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing was acknowledged before me this 9th day of January 1994, by John A. Maass, who is personally known to me.

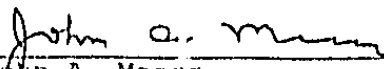
Susan W. Jordan
Signature of Person Taking
Acknowledgment



Name typed, printed or stamped
Title or Rank: _____
Serial Number: _____

Acceptance of Designation

The undersigned, John A. Maass, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.



John A. Maass

FILED
55 JAN 10 PM 12:59
TALLAHASSEE, FLORIDA

P95000003253

LAW OFFICE
ALLEY, MAASS, ROGERS & LINDSAY, P.A.
1600 SE 17TH STREET CAUSEWAY
SUITE 404
FORT LAUDERDALE, FLORIDA 33316
(305) 767-0218
FACSIMILE (305) 761-7444

PALM BEACH OFFICE
301 ROYAL PONICIANA PLAZA, SOUTH
POST OFFICE BOX 431
PALM BEACH, FLORIDA 33480-0431
(407) 854-1770
FACSIMILE (407) 854-8881

KURT E. BOSSHARDT

September 7, 1995

Kamut Khosla, Corporate Specialist
New Filings Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Management Consulting International, Inc.
Document No. P95000003253

Gentlemen/Ladies:

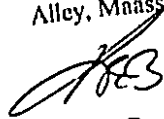
Please note that the mailing address for the above-referenced Corporation has changed to:

Kurt E. Bosshardt, Esq.
1600 SE 17th Street, Suite 404
Fort Lauderdale, FL 33316

Thank you for your attention to this matter.

Very truly yours,

Alley, Maass, Rogers & Lindsay, P.A.



Kurt E. Bosshardt

KEB/lp

*address
change
5/1*