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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Lester Mower
 200 Maitland Ave., Unit 89
 Altamonte Springs, FL 32721

OFFICE USE ONLY

800001391149
 -01/27/95--01030--003
 ****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Peopletable Business
(Corporation Name) (Document #)
2. Solutions, Inc
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

1/31/95

(Signature)

Examiner's Initials	
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**ARTICLES OF INCORPORATION
OF
PROPHETABLE BUSINESS SOLUTIONS, INC.**

FILED
95 JAN 26 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

PROPHETABLE BUSINESS SOLUTIONS, INC.

The Corporation's business shall be carried at such places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The nature of the business or businesses to be transacted by the Corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes Section 607 et seq.

ARTICLE III

The maximum number of shares of stock the Corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of Common Stock at No Par Value. All the aforementioned stock is to be issued as fully paid and exempt from assessment. The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporator or by the Directors at a meeting called for such purpose.

ARTICLE IV

The Corporation shall exist perpetually.

ARTICLE V

The principal place of business of the Corporation shall be: 200 Maitland Ave., Unit 89, Altamonte Springs, FL 32721 located in Seminole County, Florida, and may have such other places of business, both within and without the State of Florida and in foreign countries, as may be necessary and convenient.

ARTICLE VI

The business of the Corporation shall be conducted by a Board of not less than one (1) nor more than five (5) directors. The exact number of directors to be fixed by the Bylaws of the Corporation. Directors need not be stockholders.

ARTICLE VII

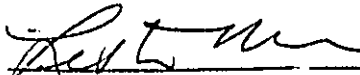
The name and address of the initial registered agent for the Corporation is:

Lester Mower, 200 Maitland Ave., Unit 89, Altamonte Springs, FL 32721

ARTICLE XII

The commencement of corporate existence shall be upon filing these Articles of Incorporation with the the Department of State.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this 23rd day of January, 1995.

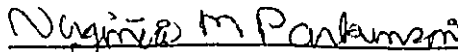
 (SEAL)
Lester Mower

STATE OF FLORIDA)
) ss:
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared LESTER MOWER, to me well known to be the person described in or who presented himself as identification, and who executed and subscribed the foregoing Articles of Incorporation and he acknowledged, before me, that he executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at, Orange County, this 23 day of Jan, 1995.

My Commission Expires: 3/29/98


Notary Public



VIRGINIA M PARKINSON
My Commission CC359973
Expires Mar. 29, 1998
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

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

PROPHETABLE BUSINESS SOLUTIONS, INC., a Florida corporation qualified to do business under the laws of this State, with its principal office at 200 Maitland Ave., Unit 89, Altamonte Springs, FL 32721, Seminole County, Florida, has appointed LESTER MOWER, 200 Maitland Ave., Unit 89, Altamonte Springs, FL 32721 as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby accepts such appointment and agrees to act in that capacity, and further agrees to comply with the provision of said Act relative to keeping open said office.

BY: 
Resident Agent

P95000008073

TELEPHONE
407-260-0095
TEDDER, BLAKE & NEWBOLD
550 CROWN OAK CENTRE DR
LONGWOOD FL 32760

OFFICE USE ONLY

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*****87.50 *****87.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95FEB-6 PM 2:29

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<input type="checkbox"/>	Other

Amendment
2/13/95
DC

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PROPHETABLE BUSINESS SOLUTIONS, INC.**

FILED
95 FEB -6 PM 2:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Florida statutes, Section 607.1006, this corporation adopts the following Articles of Amendment to its Articles of Incorporation as follows:

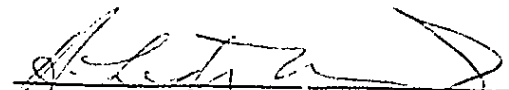
Article Three of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE III

The maximum number of shares of stock the Corporation is authorized to have outstanding at any time shall be Fifty Thousand (50,000) shares of Common Stock at No Par Value. All the aforementioned stock is to be issued as fully paid and exempt from assessment. The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporator or by the Directors at a meeting called for such purpose.

The foregoing Amendment was adopted by the Board of Directors and all of the Shareholders of the Corporation on February 6, 1995.

Effective this 6th day of February, 1995.


Lester Mower, President and Secretary