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ATTORNEY AT LAW

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April 20, 1995

Secretary of State
Capitol Building
Tallahassee, FL 32304

Attention: Corporate Division

RE: AMS CONSULTING, INC.

600001476186
-05/04/95--01112--003
****122.50 ****122.50

Dear Sir:

Please accept for filing the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is my trust account check in the amount of \$122.50 to cover the fees.

Please return a certified copy of the Articles of Incorporation to the undersigned.

Cordially,

Christine M. Horn
CHRISTINE M. HORN
CMH/mbp
Enc.

SDG JR

CERTIFICATE OF INCORPORATION
-of-
AMS CONSULTING, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is AMS CONSULTING, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000 all of which shall be common shares with par value of \$.01

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 5115 Mark Drive, Boynton Beach FL 33437, Palm Beach County, Florida, and the name of the initial registered agent is ARIAN T. JONES.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of one member but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the By-laws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

The names and addresses of the Directors which constitute the first Board of Directors of the Corporation are:

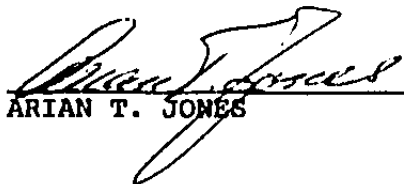
NAME	ADDRESS
ARIAN T. JONES	5115 Mark Drive Boynton Beach, FL 33437

ARTICLE VII. INCORPORATORS

The names and addresses of the incorporators of the corporation are:

NAME	ADDRESS
ARIAN T. JONES	5115 Mark Drive Boynton Beach, FL 33437


IN WITNESS WHEREOF, the undersigned has subscribed his name this April 28th, 1995.


ARIAN T. JONES

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

On this April 28th, 1995, before me, the undersigned officer, personally appeared ARIAN T. JONES, who produced a Florida driver's license as identification (No.: J520-018-32-111-0), and he took an oath, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Name: MARGARET B. PUENTE
Notary Public, State of Florida,
at Large
Commission Number CC 126-037
My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: August 18, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

STATE OF FLORIDA
SECRETARY OF STATE

Certificate Designating Place of Business or Domicile
for the Service of Process Within This State, Naming
Agent Upon Whom Process May Be Served and Names and
Addresses of the Officers and Directors.

AMS CONSULTING, INC.

The following is submitted, in compliance with Chapter 48.091,
Florida Statutes:

AMS CONSULTING, INC., a corporation organized under the laws
of the State of Florida, with its principal office at 5115 Mark
Drive, Boynton Beach, County of Palm Beach, State of Florida, has
named ARIAN T. JONES, located at 5115 Mark Drive, Boynton Beach, FL
33437, Palm Beach County, as its agent to accept service of process
within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESS</u>
ARIAN T. JONES	P/S/T	5115 Mark Drive Boynton Beach, FL 33437


DIRECTORS

ARIAN T. JONES	5115 Mark Drive Boynton Beach, FL 33437
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ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to
keep the office open during prescribed hours: to post my name (and
any other officers of said corporation authorized to accept service
of process at the above Florida designated address) in some
conspicuous place in the office as required by law.

DATED: April 28th, 1995


ARIAN T. JONES