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May 4, 1995

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

000001479590
-05/08/95--01149--013
****122.50 ****122.50

RE: MECON MODELING EDUCATION & CONSULTING CORPORATION

Gentlemen:

Enclosed is the original and a copy of the proposed Articles of Incorporation for the above-named corporation, a Registered Agent Designation, and a check to your order to cover the following items:

| | | |
|----|--|-----------------|
| 1. | Filing | \$ 35.00 |
| 2. | Certified copy of Articles of Incorporation | \$ 52.50 |
| 3. | Registered Agent Designation | <u>35.00</u> |
| | TOTAL | \$122.50 |

Also enclosed is a letter signed by the incorporator of the above-captioned corporation regarding the fictitious name he filed of the same name.

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

Sincerely,

David M. Presnick

David M. Presnick

Enclosures

**ARTICLES OF INCORPORATION
OF
MECON MODELING EDUCATION & CONSULTING CORPORATION**

Article 1
Name

The name of the corporation is **MECON MODELING EDUCATION & CONSULTING CORPORATION.**

Article 2
Duration

This duration of this corporation is perpetual. The date and time of commencement is the time these Articles are subscribed and acknowledged if filed with the Department of State of the State of Florida within five (5) days after such date, but if not filed within five (5) days, the time of filing with the Department of State.

Article 3
General Purposes

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

Article 4
Shares

The aggregate number of shares of stock which the corporation shall have authority to issue is 1,000 shares of common voting stock having a par value of \$1.00 per share.

Article 5
Principal Office and Registered Agent

The street address of the principal office of the corporation is 4871 Hawley Road, Cocoa, FL 32927. The name of the initial registered agent of the corporation at that address is THOMAS F. WILSON.

Article 6
Directors

The number of directors constituting the initial board of directors is two (2), and the names and addresses of the persons

who are to serve as members thereof are as follows:

| <u>NAME</u> | <u>STREET ADDRESS</u> |
|-------------------|-------------------------------------|
| THOMAS F. WILSON | 4871 Hawley Road Cocoa, FL 32927 |
| MICHAEL L. MARTIN | 4871 Hawley Road Cocoa, FL 32927 |

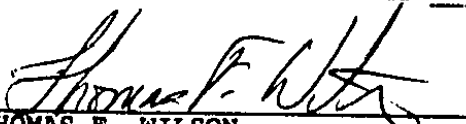
The number of directors may be changed from time to time by the bylaws.

Article 7
Incorporator

The name and street address of the incorporator and subscriber to 1,000 shares of the common voting stock of this corporation is as follows:

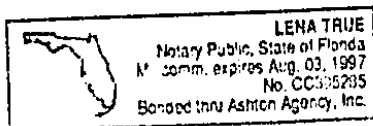
| <u>NAME</u> | <u>STREET ADDRESS</u> |
|------------------|-------------------------------------|
| THOMAS F. WILSON | 4871 Hawley Road Cocoa, FL 32927 |

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and hereby executes the foregoing Articles of Incorporation under the laws of the State of Florida this 27 day of April, 1995.


THOMAS F. WILSON

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 27th day of April, 1995 by **THOMAS F. WILSON**, who is personally known to me or who has produced FIDEL as identification, and who did/did not take an oath.




Notary Public, State of Florida

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS**

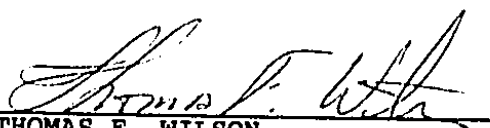
Pursuant to Section 48.091, Florida Statutes, MECON MODELING
EDUCATION & CONSULTING CORPORATION hereby designates Thomas F.
Wilson and 4871 Hawley Road, Cocoa, FL 32927, as its registered
agent and the street address of its registered office,
respectively, for service of process within the State of Florida.

MECON MODELING EDUCATION &
CONSULTING CORPORATION

By: 
THOMAS F. WILSON

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent
of MECON MODELING EDUCATION & CONSULTING CORPORATION for service of
process within the State of Florida.


THOMAS F. WILSON