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P.O. BOX 1631 (ZIP 33601)
TAMPA, FLORIDA 33602
(813) 273-4700 FAX (813) 273-4308

IN REPLY REFER TO:

May 24, 1995

Clearwater Office

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

100001501721
-05/30/95--01090--004
****122.50 ****122.50


RE: Lyon Consulting Group, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of the Incorporation for the above-named corporation. Also enclosed is the registered agent form and our firm check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 certification fee and \$35.00 registered agent designation fee.

Should you have any questions, please advise.

Sincerely,


Emil C. Marquardt, Jr.

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TALLAHASSEE FLORIDA
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ARTICLES OF INCORPORATION

OF

LYON CONSULTING GROUP, INC.

ARTICLE I

Name and Address

The name of this corporation is LYON CONSULTING GROUP, INC.
place of business is located at 462 Old Oak Circle, Palm Harbor,
Florida 34683.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

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

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1,000)
shares at One Dollar(s) (\$1.00) par value common stock, which shall
be designated "common shares". The consideration to be paid for
each share shall be fixed by the Board of Directors. Common stock
of the corporation may be issued as "small business corporation"
stock in accordance with a plan or plans under the provisions of
Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the
common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of
any new stock of this corporation, shall have the right to purchase
his pro rata share thereof (as nearly as may be done without issu-

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ance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 400 Cleveland Street, Suite 800, Clearwater, Florida 34615, and the name of the initial registered agent of this corporation at that address is Emil C. Marquardt, Jr.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have one director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Dianna Sue Lyon Mertl	462 Old Oak Circle Palm Harbor, FL 34683	President/ Director

ARTICLE VIII
Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Emil C. Marquardt, Jr.	400 Cleveland Street, Suite 800 Clearwater, FL 34615

ARTICLE IX
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
Shareholder Quorum and Voting

Fifty-one percent (51%) 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 fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII
Indemnification

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

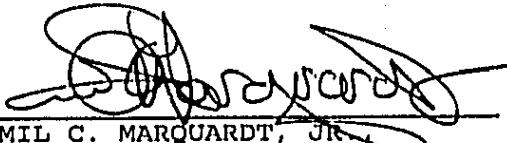
ARTICLE XIII
Amendment

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

ARTICLE XIV
Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

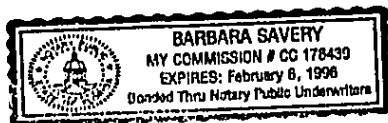
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of May, 1995.



EMIL C. MARQUARDT, JR.
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, EMIL C. MARQUARDT, JR., to me personally known or who has produced N/A as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 25 day of May, 1995.




Notary Public
Print Name Barbara Savery
My Commission Expires: 2/8/96

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for LYON CONSULTING GROUP, INC. place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


EMIL C. MARQUARDT, JR.

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