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BRYN & ASSOCIATES
ATTORNEYS AND COUNSELORS AT LAW

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MIAMI, FLORIDA 33131

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June 21, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-06/26/95--01051--005
***122.50 ***122.50

re: Cornwell Consulting Services, Inc.

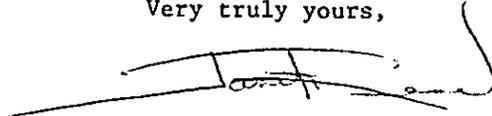
Dear Sir/Madam:

Enclosed for filing, with the State of Florida, is an original and one copy of the articles of incorporation for the above referenced company.

Also enclosed is this firm's check, in the amount of \$122.50, in payment of the fees. Should you have any questions the undersigned can be contacted at the address and telephone number as noted above.

Thank you for your attention to this matter.

Very truly yours,



Janet Read
Legal Assistant

FILED
55 JUN 26 PM 1:25
TALLAHASSEE, FLORIDA

Encl.

P.S. Pleased return the stamped copy to the address as noted above.



ARTICLES OF INCORPORATION
of
CORNWELL CONSULTING SERVICES, INC.

FILED
95 JUN 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **CORNWELL CONSULTING SERVICES, INC.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is One thousand (1,000) shares of capital stock, \$.001 par value per share, which capital stock is designated as Common Stock.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation shall be one (1). The number of directors may be increased or diminished from time to time by a vote of the shareholders, but shall never be less than one (1). The name and address of the initial director and officers of this corporation are:

Larry C. Cornwell - President/Director
7051 Charles Humphrey Road
Plant City, Florida 33565

Judy W. Cornwell - Secretary/Treasurer
7051 Charles Humphrey Road
Plant City, Florida 33565

The name and address of the incorporator signing these Articles are:

Larry C. Cornwell
7051 Charles Humphrey Road
Plant City, Florida 33565

ARTICLE VII

The name and address of the initial registered agent and the initial registered office are:

Mark J. Bryn
2 South Biscayne Blvd.
Suite 3599
Miami, Florida 33131

ARTICLE VIII

The initial by-laws of the corporation shall be adopted by the directors. Thereafter, by-laws of the corporation may be adopted, altered, amended or repealed from time to time only by the shareholders of the corporation.

ARTICLE IX

The principal place of business and mailing address of this corporation is:

7051 Charles Humphrey Road
Plant City, Florida 33565

EXECUTED at Miami, Florida, this 21 day of June, 1995.


Larry C. Cornwell, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

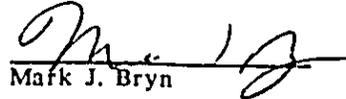
In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

CORNWELL CONSULTING SERVICES, INC.

desiring to organize under the laws of the State of Florida, hereby designates Mark J. Bryn as its registered agent and 2 South Biscayne Boulevard, Suite #3599, Miami, Florida 33131, as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.


Mark J. Bryn

FILED
95 JUN 26 PM 1:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA