



PR 50057378

ACCOUNT NO. : 072100000032

REFERENCE : 647693 4135A

AUTHORIZATION :

Patricia Poynt

COST LIMIT : \$ 122.50

ORDER DATE : July 25, 1995

ORDER TIME : 9:52 AM

100001545081

ORDER NO. : 647693

CUSTOMER NO: 4135A

CUSTOMER: Ana Salas, Esq
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: CAMBRIDGE ACQUISITION CORP.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN

JUL 25 1995

FILED
95 JUL 25 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CAMBRIDGE ACQUISITION CORP.**

FILED
95 JUL 25 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Cambridge Acquisition Corp. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000,000 shares of Common Stock, par value \$.001 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301; and the name of the initial registered agent of the Corporation at that address is Corporation Service Company.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 304 Vassar Street, Cambridge, Massachusetts 02139.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial directors of the Corporation is as follows:

James K. Sims
304 Vassar Street
Cambridge, Massachusetts 02139

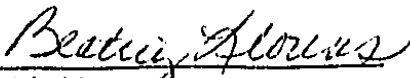
Arthur M. Toscanini
304 Vassar Street
Cambridge, Massachusetts 02139

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Beatriz Llorens
200 South Biscayne Boulevard
Miami, Florida 33131-2398

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


Beatriz Llorens
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

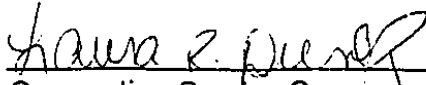
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That Cambridge Acquisition Corp., desiring to organize under the laws of the State of Florida, has named Corporation Service Company, located at 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 25th day of July, 1995.


Corporation Service Company,
Registered Agent
Laura R. Dunlap, Its Agent

P9500057378



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CAMBRIDGE ACQUISITION CORP., a Florida corporation, document number
P95000057378

INTO

THE SYSTEMS CONSULTING GROUP, INC., a Florida corporation, M70814

File date: August 14, 1995

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50