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TRANSMITTAL LETTER

FILED

95 AUG 25 AM 10:11

SECRET
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

SUBJECT: THE RESOLVE GROUP, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$70.00.

FROM:

Arthur Mehr
600 West Hillsboro Boulevard
Suite 336
Deerfield Beach, FL 33441
(305) 360-0307

EFFECTIVE DATE

08-22-95

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-08/25/95--01053--012
*****70.00 *****70.00

Kim Seebach GAVE
AUTHORIZATION BY PHONE I.O.
CORRECT RA. address
DATE 8-28-95
DOC. EXAM Kim

Kim
8-28

FILED

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ARTICLES OF INCORPORATION

STATE OF FLORIDA

OF

THE RESOLVE GROUP, INC.

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties, and obligations of the undersigned, as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

THE NAME of the corporation shall be The Resolve Group, Inc.

ARTICLE II

THIS CORPORATION shall commence existence upon the execution of these Articles of Incorporation by the Incorporator set forth herein, and shall have perpetual existence.

ARTICLE III

THE GENERAL NATURE of the business, and the objects and purposes proposed to be transacted and carried on by this corporation are to transact any and all lawful business as fully and to the same extent as may be done by natural persons.

ARTICLE IV

THE CORPORATION shall have the following powers:

1. to have perpetual succession by its corporate name;
2. to sue and be sued, complain and defend in its corporate name in all actions or proceedings at law or in equity;
3. to have a corporate seal, which may be altered at the pleasure of the corporation, and to use such seal by causing it, or a facsimile thereof, to be impressed upon, affixed to, or in any other manner reproduced on corporate documents and other agreements;
4. to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever such may be situated;
5. to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property or assets;
6. to lend money to, and use its credit to assist, its officers and employees in accordance with Florida statutes.

7. to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, domestic or foreign corporations, associations, partnerships, or

8. to make contracts and guarantees, to incur liabilities, to borrow money, to issue its bonds or notes or other obligations, and to secure any of its obligations by mortgage or pledge all or any part of its property, assets, franchises, or income;
9. to lend money for corporate purposes, invest and reinvest its funds, and to take and hold real or personal property as security for the payment of funds so loaned or invested;
10. to conduct its business, carry on its operations, and have offices, and exercise the powers granted by this act, both within and without this state;
11. to elect or appoint officers and agents of the corporation, and to define their duties and fix their compensation;
12. to make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida;
13. to make donations for the public welfare, or for charitable, scientific, or educational purposes;
14. to transact any lawful business which the board of directors shall find will be advantageous to the corporation;
15. to pay pensions and establish plans, profit sharing plans, stock bonus plans, stock option plans, and any other incentive plans for any or all of its officers, directors, or employees of the corporation or of its subsidiaries;
16. to be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other business entity or enterprise;
17. to have and exercise all powers necessary or convenient to effect its purposes;
18. to indemnify any person who, by reason of the fact that he is or was an officer, director, or employee of the corporation, to the full extent as permitted by Florida statute.

ARTICLE V

THE AGGREGATE number of shares which this corporation shall have the authority to issue is the total sum of one thousand (1,000) shares, each having an individual par value of One Dollar (\$1.00).

Unless stated otherwise herein, or changed by amendment hereto, there shall be only one class of stock issued by the corporation.

ARTICLE VI

THE NAME and street address of the initial registered agent of the corporation shall be:

Arthur Mehr
600 West Hillsboro Boulevard
Suite 336
Deerfield Beach, FL 33441

ARTICLE VII

THE INITIAL OFFICERS and Board of Directors shall consist of:

Pres/Sec/Treas:

Arthur Mehr
600 West Hillsboro Boulevard
Suite 336
Deerfield Beach, FL 33441

ARTICLE VIII

THE ADDRESS of the principal place of business of the corporation shall be:

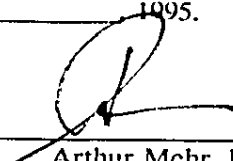
600 West Hillsboro Boulevard
Suite 336
Deerfield Beach, FL 33441

ARTICLE IX

THE NAME AND ADDRESS of the incorporator executing these Articles of Incorporation is:

Arthur Mehr
600 West Hillsboro Boulevard
Suite 336
Deerfield Beach, FL 33441

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 22ND day of AUGUST, 1995.



Arthur Mehr, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary public authorized to take acknowledgements in the State and County aforesaid, personally appeared Arthur Mehr, known to me and known by me to be the person who executed the foregoing Articles of Incorporation as the incorporator, (s)he/they acknowledged before (s)he/they executed the aforementioned Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and impressed my official seal in the State and County aforesaid this 22ND day of AUGUST, 1995.



Notary Public

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: The Resolve Group, Inc.

2. The name and address of the registered agent and office is:

Arthur Mehr

(NAME)

600 West Hillsboro Boulevard, Suite 336

(PO BOX NOT ACCEPTABLE)

Deerfield Beach, FL 33441

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

8/22/95