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FILED
95 DEC 26 PM 12:43
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

December 20, 1995

Secretary of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399

400001671804
-12/27/95--01047--017
***122.50 ***122.50

Re: Operational Guidance, Inc./General Corporate

Gentlemen:

Enclosed please find the original and one executed copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed please find a check in the amount of \$122.50 representing payment of the following: \$35.00, filing fee; \$52.50, certified copy fee; \$35.00, registered agent designation.

Please file the Articles with the State and return a certified copy to the undersigned. Should you have any questions, please do not hesitate to contact me.

Very truly yours,


DONALD J. FREEMAN

DJF/sdt
Encls.

cc: Mr. John F. Simpson, w/enclosure

1/6/96


**ARTICLES OF INCORPORATION
OF
OPERATIONAL GUIDANCE, INC.**

FILED
95 DEC 26 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers being natural persons competent of contract hereby file the following Articles of Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name: The name of the corporation is **OPERATIONAL GUIDANCE, INC.**

ARTICLE II

Duration: This corporation shall exist perpetually.

ARTICLE III

Purpose: The purpose of this corporation is to have and exercise any and all powers necessary or convenient to effect its purpose and to otherwise engage in any lawful business permitted under the laws of the State of Florida.

ARTICLE IV

Capital Stock: This corporation is authorized to issue 10,000 shares of capital stock.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V

Initial Registered Office and Agent: The street address of the initial registered office of the corporation is 1400 Centrepark Blvd., Suite 909, West Palm Beach, Florida and the registered agent is Donald J. Freeman.

The street address of the principal office of the corporation is 1679 Breakers West Boulevard,

West Palm Beach, Florida 33411.

ARTICLE VI

Pre-Emptive Rights: Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII

Initial Board of Directors: This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of the corporation are as follows:

John F. Simpson

Post Office Box 32968
Palm Beach Gardens, Florida 33420-2968

Niegel Allen

Post Office Box 32968
Palm Beach Gardens, Florida 33420-2968

ARTICLE VIII

Incorporators: The name and address of the person signing these Articles is John F. Simpson, Post Office Box 32968, Palm Beach Gardens, Florida 33420-2968.

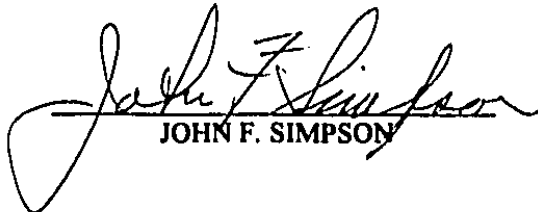
ARTICLE IX

By-Laws: The power to adopt, alter or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X

Indemnification: The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed from the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at West Palm Beach, Florida this 18 day of December, 1995.

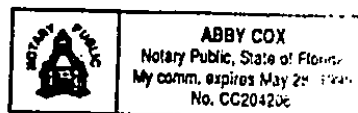

JOHN F. SIMPSON

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 18 day of December, 1995, by **JOHN F. SIMPSON**, who is/is not personally known to me or who has/has not produced a Florida Driver's License as identification.


NOTARY PUBLIC

My Commission Expires:

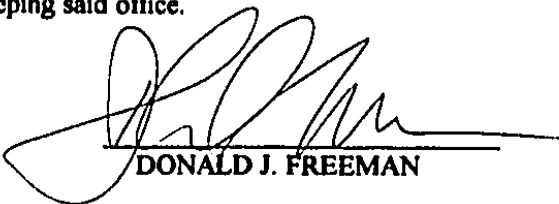


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVING OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: OPERATIONAL GUIDANCE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of West Palm Beach, Palm Beach County, State of Florida, has named Donald J. Freeman as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office.


DONALD J. FREEMAN