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LAW OFFICES OF
MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

MONEY T. MILLER (1984-1990)
GEORGE L. CANFIELD (1988-1990)
LEWIS H. PADDOCK (1988-1990)
PERRY D. STONE (1982-1990)

A PROFESSIONAL LIMITED LIABILITY COMPANY
1400 NORTH WOODWARD AVENUE
BLOOMFIELD HILLS, MICHIGAN 48304

OR

POST OFFICE BOX 2014
BLOOMFIELD HILLS, MICHIGAN 48303-2014

ANN ARBOR, MICHIGAN
BLOOMFIELD HILLS, MICHIGAN
DETROIT, MICHIGAN
GRAND RAPIDS, MICHIGAN
KALAMAZOO, MICHIGAN
LANSING, MICHIGAN
MONROE, MICHIGAN
WASHINGTON, D.C.

AFFILIATED OFFICES:
PENSACOLA, FLORIDA
GWANDZ, POLAND
WARSAW, POLAND

JEREEEN G. TRUDELL
(810) 258-3070
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TELEPHONE (810) 646-6000
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February 1, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB - 2 AM 8:46

Re: Ross Consulting, Inc.

Dear Sir/Madam:

Enclosed please find one (1) originally-executed Articles of Incorporation of Ross Consulting, Inc. Also enclosed is a check in the amount of \$122.50 payable to the Florida Department of State to cover the filing fees and certification cost. Please file the enclosed as soon as possible and return the filed Articles to me in the pre-paid Federal Express envelope provided for that purpose. I understand it will take approximately five (5) days to process these Articles.

If you have any questions or problems, please give me a call.

Very truly yours,

Miller, Canfield, Paddock and Stone, P.L.C.

By: Jereen G. Trudell
Jereen G. Trudell

JGT/bs
Enclosures

cc: Mr. Louis R. Ross
Mr. Alan E. Cheskey
James W. Williams, Esq.

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 FEB -2 AM 8:47

ROSS CONSULTING, INC.

FIRST: The corporate name that satisfies the requirements of Section 607.0401 of the Florida Business Corporation Act is: Ross Consulting, Inc.

SECOND: The street address of the initial principal office and, if different, the mailing address of the corporation is: 330 Devils Bight, Naples, Florida 33940.

THIRD: The number of shares the corporation is authorized to issue is: One Thousand (1,000) shares, no par value.

FOURTH: The street address of the initial registered office of the corporation is: 330 Devils Bight, Naples, Florida 33940, and the name of its initial registered agent at such address is: Louis R. Ross.

FIFTH: The name and address of the sole incorporator is:

Louis R. Ross
330 Devils Bight
Naples, Florida 33940

The undersigned has executed these Articles of Incorporation this 31 day of January, 1996.


Louis R. Ross

Acceptance by the Registered Agent is required in Section 607.0501 (3) F.S.: Louis R. Ross is familiar with and accepts the obligations provided for in Section 607.0505.

Dated: Jan 31, 1996

By:


Louis R. Ross