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SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW
A PARTIAL DISCOUNTING PROFESSIONAL ASSOCIATION

ONE EIGHT FIVE EIGHT, SUITE 600
250 ADAMS AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33411
MAILING ADDRESS: P.O. BOX 355
WEST PALM BEACH, FLORIDA 33402-0355
TELEPHONE (407) 845-6500
FACSIMILE (407) 650-7530

February 15, 1996

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

Re: Delta Consulting, Inc.

Ladies and Gentlemen:

200001718272
-02/19/96--01070--005
****122.50 ****122.50

Enclosed is an original and one copy of the Articles of Incorporation for Delta Consulting, Inc., together with a check in the amount of \$122.50. This check represents payment for the following costs:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent	35.00
	<u>\$122.50</u>

Please file the enclosed Articles of Incorporation and return the certified copy to the undersigned by regular mail.

Sincerely,

SHUTTS & BOWEN

FEB 21 1996 BSR

Jeanne Bauer
Jeanne Bauer

Certified Legal Assistant
Real Estate Specialist

FILED
96 FEB 19 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

cc: Mr. Michael P. Cerisano (with enclosure)
Arthur J. Menor, Esquire

WPB95 13483.1 - JMB

AMSTERDAM OFFICE
EUROPA BOULEVARD 29
1017 CA AMSTERDAM
THE NETHERLANDS
TELEPHONE 011 20 661 0869
FACSIMILE 011 20 662 1475

KEY LARGO OFFICE
OCEAN BLUE CLUB
1100 ANDRETT DRIVE
SUITE 1296
OCEANSHORE PLAZA
KEY LARGO, FLORIDA 33097
TELEPHONE (305) 967-2550

LONDON OFFICE
40 ABGOTT STREET
LONDON - CANARY WHARF, ENGLAND
TELEPHONE 011 4171-301 4040
FACSIMILE 011 4171-301 4250

MIAMI OFFICE
1500 MIAMI CENTER
20 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 396-6300
BROWARD (954) 467-1811
FACSIMILE (305) 467-5902

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1000
ORLANDO, FLORIDA 32801
TELEPHONE (407) 424-6300
FACSIMILE (407) 425-6306

ARTICLES OF INCORPORATION
OF

DELTA CONSULTING, INC.

FILED

96 FEB 19 AM 10:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the "corporation") is Delta Consulting, Inc.

SECOND: The principal office or mailing address of the corporation is 17181 Royal Cove Way, Boca Raton, Florida 33496.

THIRD: The duration of the corporation shall be perpetual.

FOURTH: The aggregate number of shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1,000), all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares.

FIFTH: The name and street address of the initial officers and directors of the corporation, who shall hold office until their successors are elected, are:

NAME AND ADDRESS

OFFICE

Michael P. Cerisano
17181 Royal Cove Way
Boca Raton, FL 33496

Director, President,
Treasurer, and
Secretary

SIXTH: The name and street address of the incorporator is as follows:

Arthur J. Menor, Esquire
Shutts & Bowen
250 Australian Avenue South, Suite 500
West Palm Beach, Florida 33401

SEVENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

EIGHTH: The corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

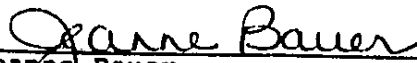
IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on February 15, 1996, in the City of West Palm Beach, State of Florida.


ARTHUR J. MENOR
INCORPORATOR

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

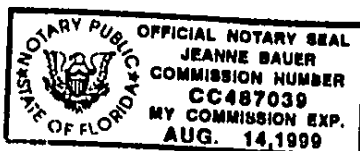
The foregoing instrument was acknowledged before me this 15th day of February, 1996, by Arthur J. Menor, who is personally known to me or who has produced _____ as identification.

OFFICIAL NOTARIAL SEAL:


Jeanne Bauer
Notary Public

My Commission Expires: 8/14/99

Commission No.: _____

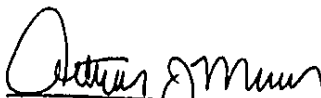


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes (1993), 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.

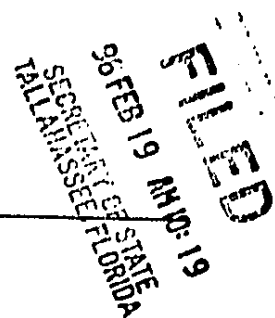
1. The name of the corporation is Delta Consulting, Inc.
2. The name and address of the registered agent and office is:

Arthur J. Menor, Esquire
Shutts & Bowen
250 Australian Avenue South
Suite 500 - One Clearlake Centre
West Palm Beach, Florida 33401

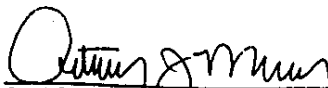


Arthur J. Menor
Incorporator

Date: February 15, 1996



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 (1993).



Arthur J. Menor
Registered Agent

Date: February 15, 1996