

MARGARET ERIKSSON
Attorney at law
601 NW 42 Avenue
Suite 306
Plantation, FL 33317
(954) 327-7111

P96000028/36

March 12, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

RECEIVED 124500183
-03/19/96--01059--018
****122.50 ****122.50

Dear Sir:

Enclosed please find my Trust Account check for \$122.50 on behalf of
CONFLICT MANAGEMENT & RESOLUTION, INC.. as follows:

Articles of Incorporation	\$35.00
Designation and Acceptance of Registered Agent	\$35.00
Certification and return of copy of Articles	\$52.50

Please return the certified copies of the Articles to my letterhead
address above.

Cordially,

Margaret Eriksson
Margaret Eriksson

SBK/ME

ME

FILED
96 MAR 25 PM 2:04
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 25, 1996

MARGARET ERIKSSON
601 NW 42ND AVENUE
STE 306
PLANTATION, FL 33317

SUBJECT: CONFLICT MANAGEMENT & RESOLUTION, INC.
Ref. Number: W96000006341

We have received your document for CONFLICT MANAGEMENT & RESOLUTION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 196A00013468



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 25, 1996

MARGARET ERIKSSON
601 NW 42ND AVENUE
STE 306
PLANTATION, FL 33317

*Revised as requested
M. Eriksson*

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Terri Buckley
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ARTICLES OF INCORPORATION

CONFLICT MANAGEMENT & RESOLUTION, INC.

ARTICLE I

A. The name of the corporation shall be CONFLICT MANAGEMENT RESOLUTION, INC. (hereinafter referred to as the "Corporation").

B. The initial date of Corporate existence is the date of filing of these Articles.

ARTICLE II

A. The purposes for which the Corporation is organized are as follows: To promote, through any means or powers available to a Corporation in the State of Florida, the goals, principles, and policies of the Corporation.

1. To practice and conduct mediation of disputes between adverse parties.

2. To conduct mediation seminars and otherwise educate concerning and promote use of mediation in dispute resolution

3. To conduct any and all activities and exercise any and all powers for which a Florida Corporation may be organized and such as are necessary to the achievement of the foregoing, in furtherance of the purposes of the Corporation.

B. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted for a Florida Corporation under any Statute, Code, or Regulation.

ARTICLE III

A. The Corporation is organized on a stock basis.

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CLERK OF DISTRICT COURT
JULIA S. FORT

B. The Corporation is intended to be and remain a closely held corporation, and restrictions are herein established imposing limitations on the transfer of stock.

1. There shall be one class of stockholders, and one class of stock.

2. \$5,000 shares of Stock shall be issued, at a par value to be determined by the Board of Directors.

3. Restrictions limiting the transfer of stock shall be as follows: a) The Corporation has first right of refusal to purchase as treasury shares, any outstanding issued shares offered for sale.

b) The President of the Corporation shall have second right of refusal to purchase any outstanding shares offered for sale.

c) Any other shareholder shall have third right of refusal to purchase shares made available for sale.

C. The assets which the Corporation possesses are:

Real property: none.

Personal property: none.

D. The Corporation is to be capitalized through the sale of stock to persons invited by the President to purchase such stock.

ARTICLE IV

A. The initial registered (principal) address of the Corporation is:

Conflict Management and Resolution, Inc.
660 South Federal Highway
Suite 301
Pompano Beach FL 33062

B. The name of the registered agent at the principal address above is:

Donald F. Anderson

Acceptance of Registered Agent attached.

ARTICLE V

The name and address of the sole incorporator is:

Margaret Eriksson
601 NW 42 Avenue
Suite 306
Plantation, FL 33317

ARTICLE VI

There shall be no more than four members on the Board of Directors, and no fewer than one member. Active members of the Board shall designate the successor Directors by majority vote upon the resignation, death, or removal of a member of the Board of Directors. Name and address of the initial sole director is:

Donald F. Anderson
730 NW 89 Avenue
Plantation, FL 33324

ARTICLE VII

The term of the Corporation's existence is perpetual unless dissolved by the Board of Directors.

ARTICLE VIII

The Board of Directors shall by majority vote, determine all financial policies for the Corporation, including declaration of stock dividends if any.

ARTICLE IX

A. The Board of Directors shall adopt by-laws for the Corporation, as promulgated by the Incorporator, and may amend such by-laws at any time by adding to them, but may not delete as by-laws, requirements for the Corporation established by Statute.

B. The Articles of Incorporation may be amended in any manner consistent with applicable law; provided however, that no Amendment to these

Articles of Incorporation shall be effective unless and until the same has been approved by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed her signature to Articles of Incorporation of CONFLICT MANAGEMENT & RESOLUTION, INC. this 1st day of March, 1996.

Margaret Eriksson
MARGARET ERIKSSON

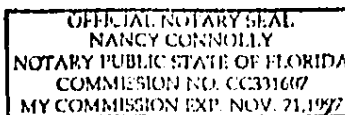
STATE OF FLORIDA }
COUNTY OF BROWARD }

Subscribed before me this 1ST day of March, 1996, I, the undersigned Notary Public hereby affirm that the above named Margaret Eriksson appeared before me this day and affixed her name to the above Articles of Incorporation.

Witness my hand and seal

Nancy Connolly
Notary Public

My commission expires:



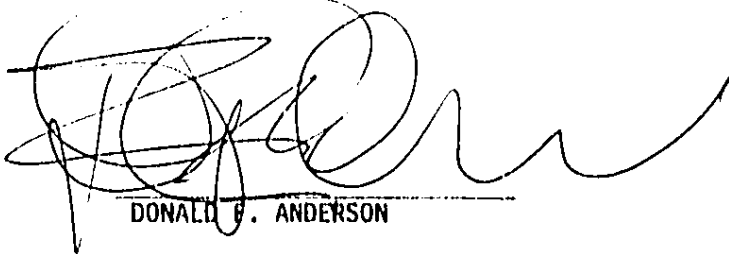
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95 MAR 25 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Donald F. Anderson
730 NW 89th Avenue
Plantation, FL 33324

is hereby designated Registered Agent for CONFLICT MANAGEMENT & RESOLUTION,
INC.

I, DONALD F. ANDERSON am familiar with, understand and accept the duties
of Registered Agent for the above Corporation.



DONALD F. ANDERSON

3/2/94
DATE

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96 MAR 25 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA