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L.W. Gray and Associates

Suite 1093
1025 South Semoran Boulevard
Winter Park, Florida 32792
(407) 679-6580
Fax (407) 679-7539

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****122.50 ****122.50

March 21, 1996

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

Re: L.W.Gray and Associates, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of signed Articles of Incorporation for the above new corporation, a certificate of designation for Registered Agent/Office, and a check in the amount of \$122.50. Please process the Articles of Incorporation and return a certified copy of same to me.

Thank you for your assistance.

Sincerely,


LAWRENCE W. GRAY

Enc; Original & 1 copy Articles of Incorporation
Certificate of Designation
Trust Check

FILED
MAR 25 AM 8:31
TALLAHASSEE, FL 32314

4-1-96
TB

FILED
95 MAR 25 AM 8:38
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
L.W.GRAY AND ASSOCIATES, INC.

ARTICLE I - NAME

The name of the corporation shall be L.W.Gray and Associates, Inc.

ARTICLE II - DURATION AND COMMENCEMENT

The corporation shall exist perpetually commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

The purposes for which the Corporation is formed are:

- a) to conduct business and have one or more offices in the State of Florida and in all other states;
- b) to engage in Human Resource consulting and Executive Recruiting;
- c) to transact any and all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes, as it exists currently, or as it is amended from time to time.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares " and shall commence with a minimum capital of \$100.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 1025 South Semoran Blvd., Suite 1093, Winter Park, Florida 32792, and the initial agent of the corporation at that address is Lawrence Gray.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation shall be: 1025 South Semoran Blvd., Suite 1093, Winter Park, Florida 32792.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of the corporation is: Lawrence W. Gray, 1025 South Semoran Blvd., Suite 1093, Winter Park, Florida 32792.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Lawrence W. Gray, 1025 South Semoran Blvd., Suite 1093, Winter Park, Florida 32792.

ARTICLE IX - BY LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

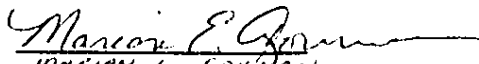
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of March 1996.


Lawrence W. Gray Incorporator and President

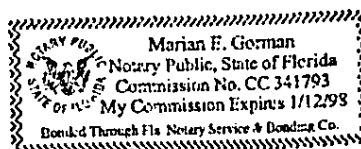
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority duly authorized to administer oaths and to take acknowledgments, personally appeared Lawrence W. Gray, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at the State and County aforesaid, this 21 day of March, 1996.


Marian E. Gorman
NOTARY PUBLIC

My commission expires: 1-12-98



affiant is personally known to me.

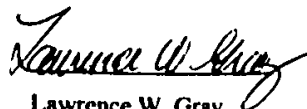
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
95 MAR 25 PM 8:34
TALLAHASSEE, FLORIDA

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


1. The name of the corporation is: L.W.GRAY / ND ASSOCIATES, INC.
2. The name and address of the registered agent and office is:

Lawrence W. Gray
1025 S. Semoran Blvd., Suite 1093
Winter Park, Florida 32792



Lawrence W. Gray
Incorporator/Director
March 21, 1996

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.



Lawrence W. Gray
March 21, 1996