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MIKE HOLT CONSULTING, INC.

7310 W. McNAB ROAD #201
TAMARAC, FL 33321

APRIL
JANUARY, 5 1996

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-04/09/96--01057--005
*****70.00 *****70.00

Secretary of State
Capitol Building
Tallahassee, Florida
32304

Attention: Corporation Division

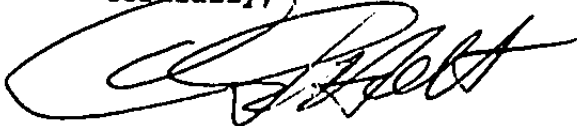
RE: MIKE HOLT CONSULTING, INC.

Dear Sir:

Please accept for filing, the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Original Articles of Incorporation	\$ 35.00
Resident Agent Fee	<u>35.00</u>
Total	\$ 70.00

Cordially,



MIKE HOLT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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eg 4/12/96

CERTIFICATE OF INCORPORATION
-OF-

MIKE HOLT CONSULTING, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is MIKE HOLT CONSULTING, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000, all of which shall be common shares with par value of \$0.01.

ARTICLE V. REGISTERED OFFICE

The street address and mailing address of the principal place of business is 7310 W. McNAB ROAD #201, TAMARAC, FL 33321 and the street address of the initial registered office of the corporation is 7310 W. McNAB ROAD #201, TAMARAC, FL 33321 and the name of the initial registered agent is Mike Holt.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of one member, but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the Bylaws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

The name and address of the Director which constitutes the first Board of Directors of the Corporation is:

FILED
STATE
CLERK
JAN 17
1981
TAMPA
FLORIDA

NAME
MIKE HOLT

ADDRESS
7310 W. McNAB ROAD #201
TAMARAC, FL 33321

ARTICLE VII. INCORPORATORS

The name and address of the incorporator of the corporation is:

NAME
MIKE HOLT

ADDRESS
7310 W. McNAB ROAD #201
TAMARAC, FL 33321

IN WITNESS WHEREOF, the undersigned have subscribed their
names this 5th day of April ¹⁹⁹⁶~~1995~~.


MIKE HOLT

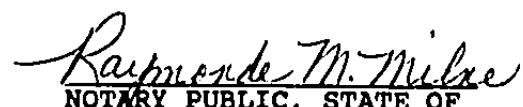
STATE OF FLORIDA)

:ss

COUNTY OF BROWARD)

On this 5th day of April ¹⁹⁹⁶~~1995~~, before me, the undersigned
officer, personally appeared MIKE HOLT, known to me to be the
person whose name is subscribed to the within instrument, and
acknowledged that they executed the same for the purposes
therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

06 APR -8 PM 1:17

STATE OF FLORIDA

SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

MIKE HOLT CONSULTING, INC.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

MIKE HOLT CONSULTING, INC., a corporation organized under the laws of the state of Florida, with its principal office at 7310 W. McNAB ROAD #201, TAMARAC, FL 33321 has named MIKE HOLT, located at 7310 W. McNAB ROAD #201, TAMARAC, FL 33321, County of BROWARD, as its agent to accept service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
MIKE HOLT	President/Dir	7310 W. McNAB ROAD #201 TAMARAC, FL 33321

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.

DATED: 4/5/96


MIKE HOLT
Resident Agent