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HOWARD P. NEWMAN
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May 13, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

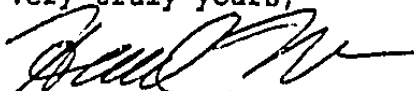
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***122.50 ***122.50

Re: G & C Consulting, Inc.

Gentlemen:

Enclosed please find two originals and one copy of the Articles of Incorporation for the above-referenced corporation. I also enclose my check in the amount of \$122.50 for fees. Please return a conformed copy as soon as is possible.

Very truly yours,



HOWARD P. NEWMAN

HPN:md

Enclosures

F. CHESSER MAY 22 1996

ARTICLES OF INCORPORATION
OF
G & C CONSULTING, INC.

FILED
96 MAY 15 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is G & C CONSULTING, INC.
The principal office and mailing address is:

1551 Forum Place, Suite 400B
West Palm Beach, Florida 33401

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of no par value voting common stock.

ARTICLE V

The Registered Agent and street address of the initial Registered Office of this corporation in the State of Florida shall be:

Howard P. Newman
1551 Forum Place, Suite 400B
West Palm Beach, Florida 33401

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

This corporation shall have one (1) director initially. The number of Directors may be changed from time to time by the By-Laws but shall not be less than one (1). The name and address of the person who is to serve as a member of the initial Board of Directors is:

Howard P. Newman
1551 Forum Place, Suite 400B
West Palm Beach, Florida 33401

ARTICLE VII

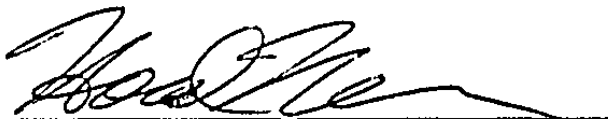
The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Howard P. Newman
1551 Forum Place, Suite 400B
West Palm Beach, Florida 33401

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the shareholders and approved at a shareholders' meeting by at least a majority of the shareholders entitled to vote, unless all of the directors and all of the shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 13th day of May, 1996.



HOWARD P. NEWMAN

Title: Incorporator

STATE OF FLORIDA

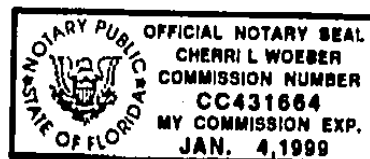
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared HOWARD P. NEWMAN, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation on this 13th day of May, 1996.



Notary Public, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That G & C CONSULTING, INC., desiring to organize under the laws of the State of Florida, with its principal office at the County of Palm Beach, State of Florida, has named Howard P. Newman, 1551 Forum Place, Suite 400B, West Palm Beach, Florida 33401 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relating to keeping the designated office open.

DATED this 13th day of May, 1996.


HOWARD P. NEWMAN
Registered Agent

FILED
MAY 15 AM 9:05
CLERK OF STATE
TALLAHASSEE, FLORIDA