

TUDARIAN & UNCAPHER, P.A.
ATTORNEYS AND COUNSELORS AT LAW

THOMAS H. TUDARIAN
KENNETH R. UNCAPHER

537 NORTH MAGNOLIA AVENUE
POST OFFICE BOX 949
ORLANDO, FLORIDA 32802

TELEPHONE (407) 426-7886
FAX (407) 423-2842

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Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

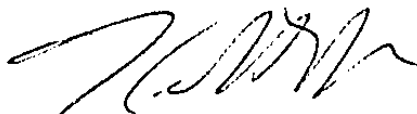
Re: William T. Phelps Consulting, Inc.

Gentlemen:


Enclosed are the original and one copy of the Articles of Incorporation for William T. Phelps Consulting, Inc. Please file the original articles and return a copy to me. I have enclosed this firm's check in the amount of \$70.00 for the filing of these articles.

Thank you for your service in this matter.

Sincerely,


Kenneth R. Uncapher

Enclosures

060/96


Articles of Incorporation Of William T. Phelps Consulting, Inc.

EFFECTIVE DATE
11/13/96

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation is:

William T. Phelps Consulting, Inc.

ARTICLE II REGISTERED OFFICE AND AGENT

The address of the registered office in the State of Florida is 537 North Magnolia Avenue, in the City of Orlando, County of Orange. The name of the registered agent at such address is Kenneth R. Uncapher.

RECORDED
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Article III Nature of Business

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

1. (a) To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or accepted by the corporation, buildings or other structures, public or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands, or interests in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, developing or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the

corporation, and to lease, rent, encumber, or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and, while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To enter into, or become a partner in, any arrangement for the sharing of profits, union of interests, or cooperation, joint venture or otherwise with any person, firm, or corporation to carry on any business or to make any investment which this corporation has the direct or incidental authority to engage in.

(h) To enter into, for the benefit of its employees, one or more of the following: (i) pension plan, (ii) a profit sharing plan, (iii) a stock bonus plan, (iv) a thrift and savings plan, (v) a stock option plan, or (vi) other retirement, death benefit, or incentive compensation plan or plans.

(i) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise, and enjoy all of the general powers of like corporations.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, partners, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the businesses or acts above named.

2. In general to carry on any business not forbidden by the laws of the State of Florida and with all the powers conferred upon corporations by the laws of the State of Florida. Nothing herein shall be construed as giving the corporation hereby organized any rights, powers, or privileges not permitted to it by the laws of the State of Florida.

3. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, and clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation is five million (5,000,000) shares at par value of one and 00/100 dollar (\$1.00) a share, all of which shall be common stock and shall be fully paid and nonassessable. All such stocks shall be paid for in cash, property, labor, or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V TERM OF EXISTENCE

The corporation shall have perpetual existence, commencing on the date of execution of these Articles, if they shall be filed with the Florida Department of State within five days after execution, and if not, commencing on the date of such filing.

ARTICLE VI ADDRESS

The initial street address of the principal office of this corporation is to be 1803 North Forest Avenue, Orlando, Florida 32803. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit, and it may establish branch and other offices within or without the State of Florida.

ARTICLE VII DIRECTORS

The number of directors shall be determined by the Bylaws of the corporation, but in no event shall there be fewer than one (1). Directors shall not be required to hold stock in the corporation.

ARTICLE VIII INITIAL DIRECTORS

The names and post office addresses of the first Board of Directors and officers of this corporation, who shall hold office for the first year or until their successors are elected shall be:

William T. Phelps
1803 North Forest Avenue
Orlando, Florida 32803

Director, President, Secretary, Treasurer

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

William T. Phelps
1803 North Forest Avenue
Orlando, Florida 32803

ARTICLE X
TRANSACTIONS IN WHICH
OFFICERS OR DIRECTORS ARE INTERESTED

No contract or other transaction between the corporation and any other corporation, association, person, or firm, in the absence of fraud, shall be affected, invalid, void, or voidable because one or more Directors or officers of the corporation is or are interested in such contract or transaction as a Director or officer of the other corporation or association, or otherwise interested in or individually or jointly a party to any contract or transaction of this corporation or in which this corporation is interested, and no Director or officer of this corporation shall incur any liability by reason of the fact that he is or may be interested, in any such contract or transaction. A Director of the corporation may vote upon any such contract or other transaction between the corporation, and any subsidiary, controlled, affiliated, or other corporation, association, or firm without regard to the fact that he is also a Director or officer of such subsidiary, controlled, affiliated, or other corporation, association, or firm, and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of a quorum.

ARTICLE XI
RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer, or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or by and between the shareholders and the corporation provided that any such contract is filed with the Board of Directors of the corporation. The manner and form, as well as the relevant terms, conditions, and details of any such regulatory or restrictive Bylaws or contracts shall be determined by the

shareholders of this corporation; provided, however, such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

In Witness Whereof, I, the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set my hand and seal this 13 day of August, 1996, for the purpose of forming this corporation to do business both within and without the State of Florida, and, in pursuance of the Corporation Law of the State of Florida, do make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

William T. Phelps
William T. Phelps

STATE OF FLORIDA)
) SS.
COUNTY OF Orange)

BEFORE ME, personally appeared William T. Phelps, who is personally known to me or who has produced _____ as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of August, 1996.



[Signature]
Notary Public

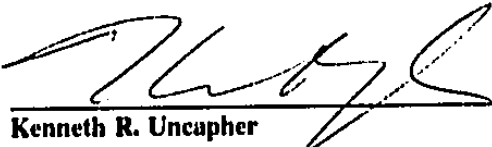
Registered Agent Certificate

In pursuance of the Florida General Corporation Act, the following is submitted, in compliance with said statute:

That William T. Phelps Consulting, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Kenneth R. Uncapher located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further state I am familiar with §607.325, Florida Statutes.


Kenneth R. Uncapher

DATED: August 13, 1996