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LAW OFFICE  
ROBERT A. KASKY

2830 FAIRWAY DRIVE  
HOLLYWOOD, FLORIDA 33026 SEP -6 AM 11:48

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TALLAHASSEE, FLORIDA FACSIMILE  
(954) 985-0757

August 27, 1996

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-09/04/96--01170--013  
\*\*\*\*122.50 \*\*\*\*122.50

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

Re: Avalon Consulting Corp.

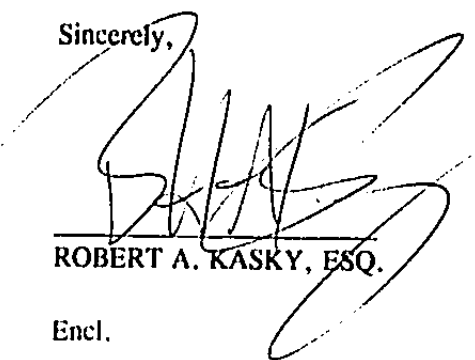
To Whom It May Concern:

Enclosed please find two (2) copies of the Articles of Incorporation for the above-referenced applicant for corporate status under the laws of the State of Florida. Also enclosed is a check in the amount of \$122.50 for and as the filing fee and the registered agent fee as well as the fee for a certified copy.

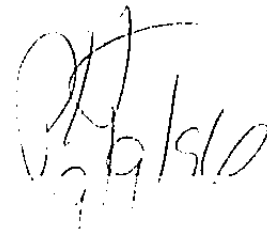
Upon filing, please return a copy of the Articles to the undersigned indicating that they have been filed.

Thank you for your anticipated cooperation.

Sincerely,

  
ROBERT A. KASKY, ESQ.

Encl.



ARTICLES OF INCORPORATION  
OF  
AVALON CONSULTING CORP.

FILED  
95 SEP -6 AM 11:48  
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be AVALON CONSULTING CORP.

ARTICLE II - PURPOSE

The general nature of the corporation shall be to engage in any business and/or enterprise which is legal under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock, par value \$1.00 per share all of which shall be designated as 'Common Shares.' All of said Common Shares shall be payable in cash, property or labor/services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - DURATION

This corporation shall commence its corporate existence on <sup>August</sup> ~~September~~ 30, 1996, and shall exist perpetually until sooner terminated or dissolved accordingly to law.

ARTICLE V - INITIAL BUSINESS OFFICE AND  
REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial business office of the corporation is 106 Lake Emerald Drive, Suite 211, Oakland Park, Florida 33309 and the name of the initial registered agent is Carolyn Seeds whose address is 106 Lake Emerald Drive, Suite 211, Oakland Park, Florida 33309.

Article VI - INITIAL BOARD OF DIRECTORS AND  
OFFICERS

This corporation shall have one director initially. The members may be either increased or

decreased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

JOHN SLABY  
106 Lake Emerald Drive, Suite 211  
Oakland Park, Florida 33309

The initial officers of the corporation are:

President:	JOHN SLABY
Vice President:	JOHN SLABY
Secretary:	JOHN SLABY
Treasurer:	JOHN SLABY

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing these article is : JOHN SLABY, 106 Lake Emerald Drive, Suite 211, Oakland Park, Florida 33309.

#### ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify all officers and directors and all former officers and directors to the fullest extent permitted by law.

#### ARTICLE IX - BY-LAWS

The power to adopt, alter amend or repeal the By-Laws shall be vested in the Board of Directors but the Board of Directors may not alter, amend or repeal any By-Law adopted by the shareholders of the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE X - AMENDMENTS

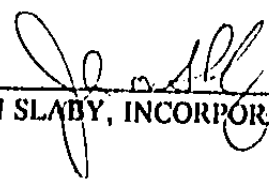
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding Common Shares.

FILED  
SEP -4 AM 11:40  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed these Articles of Incorporation on the 30 day of September, 1996.

By:   
JOHN SLABY, INCORPORATOR

CERTIFICATE DESIGNATING REGISTERED AGENT UPON WHOM SERVICE OF PROCESS MAY BE MADE WITHIN THE STATE OF FLORIDA

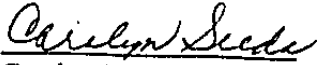
PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

The corporation known as AVALON CONSULTING CORP, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, in the City of Oakland Park, State of Florida, has named Carolyn Seeds located at 106 Lake Emerald Drive, Suite 211, Oakland Park, Florida 33309 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as agent to accept service of process for the above-named corporation at the place delineate in this Certificate, I do hereby accept and agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By:

  
Carolyn Seeds  
Registered/Resident Agent