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TRANSMITTAL LETTER

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

800001968148
-10/08/96--01141--007
****131.25 ****131.25

SUBJECT: MARINER BUSINESS CONSULTING INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$131.25 for the filing fee, certified copy & certificate.

Please return the photocopy to me with the filing date stamped on it.

FROM: Robert L. DiGiacomo
PO Box 8906
Longboat Key, FL 34228

941-349-0261

RECEIVED
FLORIDA DIVISION OF CORPORATIONS
96 OCT 7 AM 10:48

WFW 10-96

Articles of Incorporation

96 OCT - 7 AM 10:48

1. The name of the corporation shall be:

MARINER BUSINESS CONSULTING INC.

2. The principle place of business and mailing address of the corporation is:

1209 DOCKSIDE PLACE., SARASOTA, FL 34242

3. The corporation shall have the authority to issue 1,000,000 shares of stock.

4. The registered agent of the corporation is Robert L. DiGiacomo and the registered street address is 1209 Dockside Place., Sarasota, Florida 34242

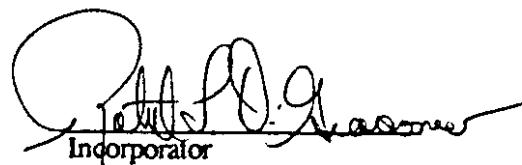
5. The initial Board of Directors shall have one member whose name and address is as follows:

Robert L. DiGiacomo
PO Box 8906
Longboat Key, FL 34228

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of the corporation is Robert L. DiGiacomo whose street address is PO Box 8906., Longboat Key, FL 34228

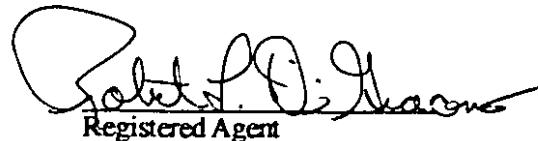
Dated: October 7, 1996



Robert L. DiGiacomo
Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated: October 7, 1996



Robert L. DiGiacomo
Registered Agent