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GARRY R. SPEAR, P.A.
A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
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Garry R. Spear
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October 8, 1996

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*****140.00 *****70.00

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Filing of Articles of Incorporation - Business Development Resources, Inc. and
Operational Consultants, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for **Business Development Resources, Inc.**
and **Operational Consultants, Inc.** The \$35.00 filing fee, together with the \$35.00 registered
agent fee for each respective corporation, are enclosed.

Thank you for your assistance in this matter.

Sincerely,



Garry R. Spear
Attorney at Law

Rmc
10/11/96

Enclosure
cc: file

FILED
96 OCT -9 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OPERATIONAL CONSULTANTS, INC.**

FILED
96 OCT -9 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

CORPORATE NAME

The name of the corporation shall be:
OPERATIONAL CONSULTANTS, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

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

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 100 shares, all of which shall be common shares with \$1.00 par value.

ARTICLE FIVE

MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The mailing address and the principal place of business is:

3333 W. Commercial Boulevard
Suite 105
Ft. Lauderdale, Florida 33309

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7280 W. Palmetto Park Road, Suite 204, Boca Raton, Florida 33433 and the initial registered agent at such address is Garry R. Spear, Esq.

ARTICLE SEVEN

BOARD OF DIRECTORS

The number of members of the Board of Directors may be changed from time to time as provided by the By-Laws of the corporation as adopted by the stockholders; but, in no event shall the Board of Directors consist of less than one (1) member at any time.

ARTICLE EIGHT

INITIAL DIRECTORS

The initial Board of Directors shall consist of one (1) member who shall hold office until the first meeting of the corporation and whose name and address is as follows:

Douglas A. Miller
3333 W. Commercial Boulevard
Suite 105
Ft. Lauderdale, Florida 33309

ARTICLE NINE

INCORPORATORS

The name and address of each incorporator executing the Articles of Incorporation is as follows:

Douglas A. Miller
3333 W. Commercial Boulevard
Suite 105
Ft. Lauderdale, Florida 33309

ARTICLE TEN

COMMENCEMENT DATE

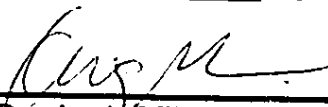
The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

ARTICLE ELEVEN

INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this ____ day of September, 1996.



Douglas A. Miller

STATE OF FLORIDA:

COUNTY OF BROWARD:

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Douglas A. Miller, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, who produced a

driver's license as identification, and who took an oath and acknowledged before me that he executed said Articles of Incorporation.

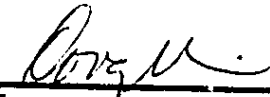
WITNESS my hand and official seal this ____ day of September, 1996.

Notary Public
State of Florida

My Commission Expires:

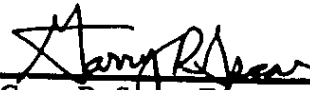
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
FOR SERVICE OF PROCESS**

The undersigned hereby designates Garry R. Spear, Esq., as its Registered Agent to accept service of process within this state.



Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.



Garry R. Spear, Esq.