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EMPIRE CORPORATE KIT

P. 01/09

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ANSWERTHINK, INC.

AUDIT NUMBER.....H96000017411

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

December 13, 1996

EMPIRE

SUBJECT: ANSWERTHINK, INC.

REF: W96000026138

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

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EMPIRE CORPORATE KIT

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CT CORPORATION SYSTEM

1200 S. Pine Island Road

Plantation, FL 33328

Tel. 954. 473 5503

Fax 954. 476 0158

December 13, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: AnswerThink, Incorporated

Dear Gentlemen:

We hereby release the above name, which was reserved by our
Tallahassee office on November 15, 1996.

If you require anything further, please feel free to contact me at (800) 432-
3434.

Thank you.

Very truly yours,


Tara St. Lawrence
Associate Customer Specialist

/s/

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000017411

Articles of Incorporation

H96000017411

ofAnswerThink, Inc.

THE UNDERSIGNED SUBSCRIBER to these Articles of
Incorporation, a natural person competent to contract, hereby
forms a corporation under the laws of the State of Florida.

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SECRETARY OF STATE

ARTICLE I - NAME

The name of this Corporation is: AnswerThink, Inc.

ARTICLE II- NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting
any or all business permitted under the Laws of the United States
of America and the Laws of the State of Florida.

A. To conduct business in, have one or more offices in,
and buy, hold mortgage, sell, convey, lease or otherwise dispose of
real and personal property, including franchise, patents,
copyrights, trademarks and licenses, in the State of Florida and in
all other States and countries.

B. To contract debts and borrow money, issue and sell
or pledge bonds, debentures, notes and other evidence of

THIS INSTRUMENT PREPARED BY:
LEONARDO F. BRITO, P.A.
8005 N.W. 155 Street, Suite B
MIAMI, FL 33016
FLORIDA BAR NUMBER: 0615730
(305) 362-0880

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indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

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

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

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Million (1,000,000) Shares of One Cent (\$0.01) par value, the consideration to be paid for each share shall be One Cent.

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ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than ONE THOUSAND DOLLARS AND NO CENTS (\$1,000.00).

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the registered agent of this corporation is: 8005 N.W. 155 Street, Suite B, Miami, FL 33016 and the name of the initial registered agent of this Corporation is Gigi Tanghe. The address of the corporation is 8005 N.W. 155 Street, Suite B, Miami, FL 33016.

ARTICLE VII

This Corporation shall have at least one (1) director. The number of directors may be increased or diminished from time to time, by laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the member of the first Board of Directors is:

NAME AND ADDRESS

Leonardo F. Brito, 8005 N.W. 155 Street, Suite B, Miami, Florida 33016.

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ARTICLE IX-Indemnification of Officers and Directors

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to but not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE X - INCORPORATOR

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

NAME AND ADDRESS

Leonardo F. Brito, 8005 N.W. 155 Street, Miami, Florida
33016.

ARTICLE XI - AMENDMENT

These articles of incorporation may be amended in the

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manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the subscribing incorporator has hereto set his hands and seals, and caused these Articles of Incorporation to be executed this 10th day of December, 1996.


Leonardo F. Brito

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

December BEFORE ME, the undersigned authority, this 10th day of December, 1996, personally appeared Leonardo F. Brito, known to me to be the person who executed the foregoing Articles of Incorporation of AnswerThink, Inc. and acknowledged before me that he executed the same for the purposes herein expressed, and who is personally known to me or who has produced _____ as identification, and did not take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 10th day of Dec., 1996.


NOTARY PUBLIC

My Commission Expires:



NOTARY PUBLIC
MY COMMISSION EXPIRES
MARCH 10, 1998
HARRIS, J. R.

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:

FIRST - THAT AnswerThink, Inc. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS AT 8005 N.W. 155 Street, Suite B, Miami, FL 33016, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED Gigi Tanghe, 8005 N.W. 155 Street, Suite B, Miami, FL 33016, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:


Leonardo F. Brito

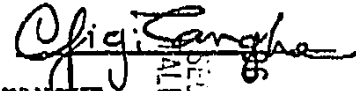
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

GIGI TANGHE

SIGNATURE:

BY: GIGI TANGHE

DATE: 12-10-96



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