

P96000104331

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: REED CONSULTING INTERNATIONAL, INC.

AUDIT NUMBER.....H96000018158

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
REED CONSULTING INTERNATIONAL, INC.**

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The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is Reed Consulting International, Inc. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 6505 Blue Lagoon Drive, Suite 130, Miami, Florida 33126.
- THIRD:** The Corporation is authorized to issue 100,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 6505 Blue Lagoon Drive, Suite 130, Miami, Florida 33126 and the registered agent at that address is: Tennyson Reed.
- FIFTH:** The name and address of the incorporator of the Corporation is: Kathleen L. Deutsch, Broad and Cassel, 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

Tennyson Reed
6505 Blue Lagoon Drive
Suite 130
Miami, Florida 33126

- EIGHTH:** The Corporation shall indemnify its officers and directors to the fullest extent permitted by Florida law.

Kathleen L. Deutsch
Florida Bar No. 0571891
Broad and Cassel
201 S. Biscayne Boulevard, Suite 3000
Miami, Florida 33131
305-373-9400

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EMPIRE CORPORATE KIT

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NINTH: The corporate existence of the Corporation shall commence on January 2, 1997 and the Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of December, 1996


Kathleen Deutsch, Incorporator

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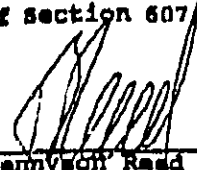
EMPIRE CORPORATE KIT

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Tammy Scott Read

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MURRAY D. MILES, PA
"H. "JAL, PA
MICHAEL A. MURPHY, PA
PATRICIA LERKOW, PA
C. KENNEDY, PA
ROBERT D. GATSON, PA
RICHARD B. MURPHY, PA
C. MARK BROWN, PA
C. MONON BRUNNEN
MARION E. CANN, PA
CLIFFORD L. WHITE, PA
ARMY J. JAFFE, PA
M. MICHEAL TURNER, PA
RALPH E. DATILLO, PA
EDWARD L. MANNHEIMEN, PA
MARTIN E. PRINE, PA
MICHAEL A. DEBIN, PA
ANTHONY W. PALMA, PA
ANDREW D. RAIXIN
CHARLES S. STRATTON, PA
JAMES J. BLATER, PA
WILLIAM C. PHILLIPS, PA
ALAN E. LEBERMAN, PA
GABRIEL L. IMPERATO, PA
DAVID E. MILLER, PA
ROBERT T. RUBIN, PA
ANDREW COFFIN, PA
ELLY GOWERTHER JOHNSON, PA
RANDAL M. ALLENKIND, PA
JAMES J. WHEELER, PA
FRIEDRIK P. GORENIN
ANDREW B. HUMAS, PA
MARK D. TUCKER
THOMAS C. CUM, PA
PETER M. CAMPBELL, PA
JACK J. HARRIS, PA
VICTOR J. JOHNSON, PA
JOHN E. L. LANTON, JR., PA
NINA E. GORDON, PA
STEVEN ELLISON
AMY S. SCHLOSSER, PA
DEBORAH H. JOHNSON, PA
RONALD M. GACHA, PA
MICHAEL N. MILLAN, PA
LEONOR SCHILLER, PA
ANNE NOVICK BRANAN, PA
A. JUDITH ROBINSON, PA
DALE S. BERGMAN, PA

MANNING, S. HARRIS, P.A.
 MARTIN, S. THOMPSON, P.A.
 MAW, LAMONED BOWLING, P.A.
 KATHLEEN, L. DOWD, P.A.
 MICHAEL, P. MCDONNELL, P.A.
 MICHAEL, J. MULLAN
 JAY ADAMS
 JOYCE, J. MURPHY
 PAUL, J. MURPHY
 JAMES, J. MURPHY
 MARY, J. MURPHY
 MICHAEL, R. MURPHY
 ROY, R.
 MICHAEL, P. MUIR, JR.
 C. CHRISTOPHER KILLEN
 RICHARD, M. MURPHY
 DONALD, R. STARNICH
 GARY, B. LEIDMAN
 DAVID, J. POWERS
 JONATHAN, J. REIS
 ANDREW, A. REICH
 KATHERINE, CASTOR
 JANE, B. PALAHU
 ROBERT, ALPERT, JR.

ROBERT F. MALLITT
KATHI F. WHITE
BEXIA A. BENES
TAMARA CANNICHAEL
BENJAMIN B. Q. MCJOLLEN
ROSE PARISH RAMON
PETER M. BIRNBAUM
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JANA C. PRAK
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JOHN LUCIAN
MICHAEL ROY
LAWREN J. FURBER
DAVID A. ROHLER
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DIANNA B. KOTTER
JENNIFER STEWARD
CARL E. ROBIN
HOWARD M. ROBINSON
ANDREA J. MAWLER
CAROLINE MONTANUS
LUANN M. DOMINGUEZ
EYRON L. LUISMAN
ALBERTO C. CARDENAS

**SUITE 3000
MIAMI CENTER
201 South Biscayne Boulevard
MIAMI, FLORIDA 33131
(305) 373-9400
FAX (305) 373-9443**

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**S. KOUNTIL
MIRROPO ROAD
ALLEN CANNEL
HARRIS BROOKS, P.A.
1 BURNING SPRING
WILLIAM M. EDWARDS, JR., P.A.
WANDA L. BROWN
ALAN M. GIBLACH
KENNETH EDWARDS
WILLIAM P. BURNS
JOHN D. LAURENCE
JENNIFER K. FAMILIARIN**

Writer's Direct Line: 373-9431

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

Re: Reed Consulting International, Inc.

To Whom It May Concern:

Please be advised that the Articles of Incorporation forwarded to you on behalf of the above referenced corporation listed the principle place of business and mailing address for the corporation. Please note that the correct address is:

Reed Consulting International, Inc.
5805 Blue Lagoon Drive
Suite 310
Miami, Florida 33126

In the future, please forward any correspondence relating to this corporation to the above address. Thank you for your attention to this matter.

Sincerely yours,

BROAD AND CASSEL

Kathleen L. Deutsch, P.A.

KLD:pmj

CORP20134A0001P02.18A
970220

OTHER OFFICES: BOCA RATON FT. LAUDERDALE ORLANDO STUART TALLAHASSEE TAMPA WEST PALM BEACH

K.S.

FEB 26 1997