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LAW OFFICE
Harper & Hewitt

PROFESSIONAL ASSOCIATION
SUITE 1135 INGRAHAM BUILDING
25 S.E. SECOND AVENUE
MIAMI, FLORIDA 33131

ROBERT G. HEWITT
WM. BRUCE HARPER, JR.

TELEPHONE
(305) 373-6526

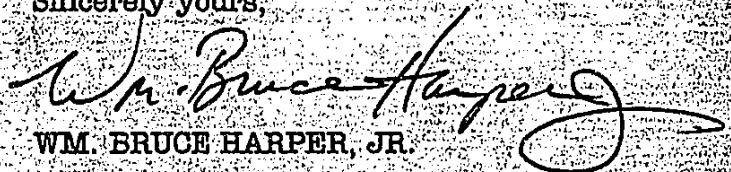
January 14, 1997

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

Dear Sir/Madam:

Enclosed please find original and one copy of the Articles of Incorporation of Universal Consulting Group, Inc. along with a check in the amount of \$122.50 for the filing fee.

Sincerely yours,


WM. BRUCE HARPER, JR.

/ang
Enclosure

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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cf 1/23/97

EFFECTIVE DATE

10/11/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

UNIVERSAL CONSULTING GROUP, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

Name

The name of the corporation is UNIVERSAL CONSULTING GROUP, INC.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed with the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing with the Department of State.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$10.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

- (c) Cumulative Voting. Cumulative voting shall not be permitted.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 25 S.E. Second Avenue, Suite 1135, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Wm. Bruce Harper, Jr. The mailing address of this corporation is 1101 Madruga Avenue, Suite 2, Coral Gables, Florida 33134.

Article VI

Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the director of the corporation is:

Name	Street Address
William B. Harper, III	1101 Madruga Avenue, Suite 2 Coral Gables, Florida 33134

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

By-Laws

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any By-Law adopted by the shareholders if the shareholders specifically provide that such By-Law is not subject to amendment or repeal by the director.

Article VIII

Incorporator


The name and address of the Incorporator is William B. Harper, III, 1101 Madruga Avenue, Suite 2, Coral Gables, Florida 33134.

Article IX

Amendment

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

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 11th day of January, 1997.


WILLIAM B. HARPER, III

STATE OF FLORIDA)

COUNTY OF DADE)

The following instrument was acknowledged before me this 11th day of January, 1997 by the Incorporator, William B. Harper, III, who is personally known to me.


Notary Public, State of Florida

My Commission Expires:

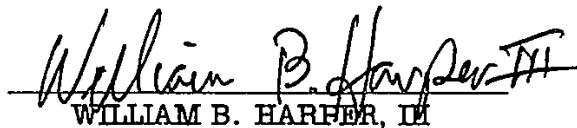
ANA MARIA NUNEZ
My Commission CC379144
Expires Jun. 05, 1998
Bonded by HAI
800-422-1836

**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:

UNIVERSAL CONSULTING GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 25 S.E. Second Avenue, Suite 1135, Miami, Florida 33131, has named Wm. Bruce Harper, Jr., 25 S.E. Second Avenue, Suite 1135, Miami, Florida 33131 its agent to accept service of process within Florida.

Incorporator:


WILLIAM B. HARPER, III

Dated: 1/11/97

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.


WM. BRUCE HARPER, JR.

Dated: 11 Jan. 97

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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