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LAW OFFICES
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February 3, 1997

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/05/97--01048--001
****122.50 ****122.50

Re: Filing of Articles of Incorporation for Williams Consulting, Inc.

Dear Sir/Madam:

Enclosed please find for filing the original and one copy of the 1) Articles of Incorporation for Williams Consulting, Inc., 2) Acceptance of Appointment as Registered Agent, and 3) a check in the amount of \$122.50, to file and return a certified copy of same to the undersigned's office.

Thank you in advance for your cooperation in this matter.

Sincerely,


Shenna A. Stevens, Esq.

Encl.

FEB 6

BSB

FILED
FEB -5 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WILLIAMS CONSULTING, INC.

The undersigned incorporator, desiring to form a professional corporation in accordance with the applicable provisions of Florida law, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation shall be:

WILLIAMS CONSULTING, INC.

ARTICLE TWO

PURPOSES

The purposes for which the Corporation is organized are as follows:

(1) To engage primarily in the specific business of writing or re-writing programs for computers owned and operated by, for, and in corporate businesses;

(2) To engage in such other business as may be authorized or permitted under Florida law.

ARTICLE THREE

PRINCIPAL OFFICE

The place where the principal office is to be located is:

2265 N.W. 98 Street
Miami, Florida 33147

FILED
91 FEB -5 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FOUR

REGISTERED AGENT AND REGISTERED OFFICE

The name and post office address of the Corporation's registered agent is:

Arturo G. Williams
2265 N.W. 98 Street
Miami, Florida 33147

ARTICLE FIVE

INCORPORATORS

The name and post office address of each incorporator is:

Arturo G. Williams
2265 N.W. 98 Street
Miami, Florida 33147

ARTICLE SIX

DIRECTORS

The Corporation shall be governed by a board consisting of no less than one (1) and no more than (2) directors. Directors shall be stockholders in the corporation and shall be elected by the stockholders.

The number of directors constituting the initial board of directors is one (1), and the name and post office address of the person who shall serve as director until his successor is elected and qualify is:

Arturo G. Williams
2265 N.W. 98 Street
Miami, Florida 33147

ARTICLE SEVEN

BYLAWS

The Bylaws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE EIGHT

STOCK

The aggregate number of shares of stock that the Corporation is authorized to issue is 100 shares, which shares shall be common stock having a par value of TEN DOLLARS (\$10.00) per share.

ARTICLE NINE

DURATION


The duration of the Corporation shall be perpetual.

ARTICLE TEN

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with applicable law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in Miami, Dade County, Florida on this 1st day of February, 1997.



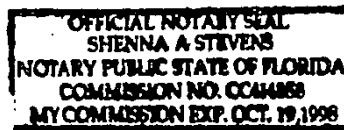
Arturo G. Williams, Incorporator

STATE OF FLORIDA}
COUNTY OF DADE }

On this 1st day of February, 1997, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared ARTURO G. WILLIAMS, who is personally known to me and who acknowledged before me under oath that he executed same.

WITNESS my hand and official seal in the State and County last aforesaid.

Shenna A. Stevens
SHENNA A. STEVENS
Notary Public, State of Florida



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

To the Secretary of State:


State of Florida:

I, **Arturo G. Williams**, having been named as registered agent and to accept service of process for WILLIAMS CONSULTING, INC., do hereby accept the appointment of 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 I am familiar with and accept the obligations of my position as registered agent.

My address is:

2265 N.W. 98 Street
Miami, Florida 33147

DATED this 1st day of February, 1997.


ARTURO G. WILLIAMS
Registered Agent

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9 FEB -5 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 1st day of February, 1997, personally appeared, ARTURO G. WILLIAMS, and who is personally known to me and who acknowledged before me under oath that he executed the above-described document.

WITNESS my hand and official seal in the State of Florida and County of Dade.


SHENNA A. STEVENS
NOTARY PUBLIC, State of Florida

