

297000012424

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Resource Solutions,
Inc

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express SM		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

5100002041 195-5

02/07/97-01005-020
 *****70.00 *****70.00

97 FEB -7 AM 10:22
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

NR 297-399

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____ CK No. _____
 BY AAAP

WALK-IN Will Pick Up 2/7 11:52 Doc 2/7

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	\$

97 FEB -7 AM 10:05
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 28, 1997

MARK HANKINS
FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE., STE. 900
MIAMI, FL 33131

The name RESOURCE SOLUTIONS, INC. has been reserved for 120 days beginning January 28, 1997. The reservation number is R97000000399 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 097A00004159

**ARTICLES OF INCORPORATION
OF
RESOURCE SOLUTIONS, INC.**

FILED
97 FEB -7 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be **RESOURCE SOLUTIONS, INC.**

ARTICLE II

The general nature of the business or businesses to be conducted by this Corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida, shall be as follows:

(a) To provide computer business solutions and consulting services and any other business authorized by law to be provided by a corporation to the general public within the State of Florida.

(b) To buy, sell, option, deal in, lease, hold or improve real estate and the fixtures and personal property incident thereto and connected therewith and, to that end, to acquire by purchase, lease, or hire, or otherwise, lands, tenements, hereditament, or any interest therein, and to improve the property of the Corporation, and to sell, lease, mortgage, rent, pledge or otherwise dispose of the lands, tenements, hereditament or other property of the Corporation.

(c) To buy, sell, discount and rediscount notes, drafts, bills of exchange, stocks, bonds, securities, and choices of action of all kinds, both as principal and as agent; to also buy, sell and place liens on real and personal property, and to lend money and accept as security therefor liens or pledges of real and personal property; and to also act as agent or trustee of persons and corporations in any and all other matters which can be solicited, negotiated, operated, and carried on by an agent.

(d) To purchase and sell for itself personal property, stocks, bonds, warrants, and notes and to negotiate loans thereon; to acquire, enjoy, purchase, hold, sell, and transfer the shares of stock of any corporation incorporated under the laws of the State of Florida or any other state of the United States or qualified to do business in any other state of the United States or country belonging to the United Nations or qualified to do business in such nation. To purchase, hold, sell, and transfer shares of its own capital stock, provided this Corporation shall not purchase its own shares of stock except from the surplus of its assets over its liabilities, including capital, and provided further that shares of its own capital stock owned by the Corporation shall not be voted directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote.

(e) To act as a fiscal agent for others, to lend money on notes, bonds, mortgages, and commercial securities of all kinds and, while the owner of stock in a corporation, to exercise all the rights of a stockholder therein; to borrow money and secure the payment of same by notes, bonds, drafts or other evidence of indebtedness; to endorse and guarantee the payment of notes and mortgages and all kinds of indebtedness, and to pledge and mortgage any or all of its real estate and personal property for the payment of its own debts or for the debts of others guaranteed by it.

(f) To borrow money and contract debts necessary for the transaction of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporators; to issue bonds, promissory notes, bills of exchange, debentures, or other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment of property purchased or acquired or any other lawful objects.

(g) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and licenses or other rights or interests therein and thereunder, and to manufacture, sell and distribute, at wholesale or retail, all such articles covered by any such patents, copyrights, or trademarks.

(h) To apply and qualify to carry on the general nature of business or businesses as authorized by this corporate charter and/or any amendments hereto in any state of the United States of America.

(i) To act as general partner or limited partner in partnership ventures of all kinds, including, but not limited to, general partnerships and limited partnerships both within and without the State of Florida.

(j) To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation or amendment thereof or necessary or incidental to the protection or benefit of the Corporation and, in addition to the specific powers herein enumerated, to have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida and, in that connection to carry on any lawful business necessary or incidental to the attainment of the

objects of the Corporation, whether such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE III

The Corporation has authorized capital stock of 2,000,000 shares of common stock with no par value, and each issued share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

The principal office and mailing address of the Corporation shall be 320 First Avenue South, Tierra Verde, Florida 33715, Florida, but the Corporation shall have the power to

establish branch offices and other places of business at such other places within or without the State of Florida as may be determined and deemed expedient by the Directors.

ARTICLE VII

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than two. The names and addresses of the initial directors are as follows:

Frank W. Miller	320 First Avenue South Tierra Verde, Florida 33715
Lewis P. Wheeler	4400 Campbell Run Road Pittsburgh, Pennsylvania 15205

A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VIII

The name and address of the subscriber to these Articles of Incorporation is as follows:

Susan B. Morrison, Esq.
Morrison, Morrison & Mills, P.A.
1200 West Platt Street, Suite 100
Tampa, Florida 33606

and the officers of said Corporation who shall hold office until their successors are elected and qualified shall be as follows:

Frank W. Miller — President and Secretary
Lewis P. Wheeler — Vice President and Treasurer

ARTICLE IX

The time and place of the annual stockholders' meeting shall be the 15th day of February of each and every year at the principal office of the Corporation unless otherwise fixed in the Bylaws or by a resolution of the Board of Directors, and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by the stockholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

ARTICLE X

The Board of Directors shall have full power to fix the directors' compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the Corporation, and any member of the Board may vote upon such compensation matters even though his own compensation may be the subject of the resolution.

ARTICLE XI

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, except as provided in these Articles of Incorporation.

ARTICLE XII

The name and address of the initial registered agent of this Corporation is Frank W. Miller, whose address is 320 First Avenue South, Tierra Verde, Florida 33715.

ARTICLE XIII

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XIV

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

ARTICLE XV

No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director

may be a member, may be a party to or be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to be by the Board of Directors of a majority thereof, and any director of this Corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.

INCORPORATOR

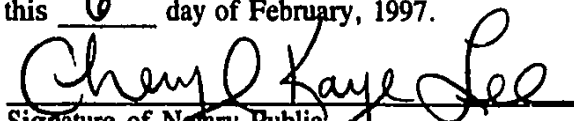


Susan B. Morrison, Esquire

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned officer, this day personally appeared Susan B. Morrison, Esquire, to me personally known and to me well known to be the person described in and who executed the foregoing Articles of Incorporation, under oath, and she acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 6th day of February, 1997.

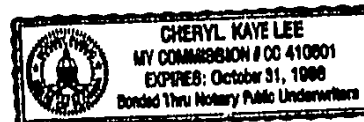


Signature of Notary Public



Notary Public's Name Printed
State of Florida at Large
My Commission Expires:

(ri/Articles, Inc)

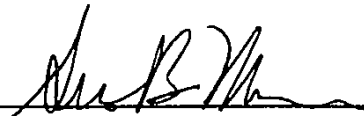


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

That RESOURCE SOLUTIONS, INC., qualified under the laws of the State of Florida,
with its principal place of business at 320 First Avenue South, Tierra Verde, Florida 33715,
has named Frank W. Miller as its agent to accept service of process within Florida.

RESOURCE SOLUTIONS, INC.,
a Florida corporation

By: 
Susan B. Morrison, Esquire
Incorporator

DATED: 2/6/97

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING BEEN NAMED AND DESIGNATED AS REGISTERED AGENT FOR RESOURCE SOLUTIONS, INC., TO ACCEPT SERVICE OF PROCESS FOR THE CORPORATION, AT THE PLACE DESIGNATED IN THE CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, I HEREBY ACKNOWLEDGE THAT I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF THAT POSITION, AND I AGREE TO ACT IN THIS CAPACITY; I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



Frank W. Miller

DATED: 2/3/97

(ml/articles, inc)

FILED
97 FEB -7 AM 10: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA