

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

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 \$ _____

FILED
 97 MAR 17 PM 12:42
 TALLAHASSEE, FLORIDA

AL MAR 17 1997

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

WALK-IN
 Will Pick Up _____

RE: The David Consulting
Group, Inc.

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

SUBTOTALS _____

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

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

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FLORIDA

ARTICLES OF INCORPORATION
OF
THE DAVID CONSULTING GROUP, INC.

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

ARTICLE I - NAME

The name of this Corporation is THE DAVID CONSULTING GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be: THE DAVID CONSULTING GROUP, INC., 1935 Salt Myrtle Lane, Orange Park, Florida 32073.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 1935 Salt Myrtle Lane, Orange Park, Florida 32073, and the name of the Corporation's initial registered agent at that address is David Garmus.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

David Garmus
1935 Salt Myrtle Lane
Orange Park, Florida 32073

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1).

The name and address of the initial directors of the corporation are:

David Garmus
1935 Salt Myrtle Lane
Orange Park, Florida 32073

David Herron
19 Pointe View Drive
Medford, New Jersey 08055

ARTICLE VIII - PURPOSE

The purpose of this Corporation is:

(a) To engage in the business of generating fees from consulting services related to computer products and software project metric analysis.

(b) Development, sale, licensing of computer programs and models.

(c) And the doing of any and all things related thereto.

(d) The ownership, purchase, sale, mortgage or pledge, and the dealing in and with all kinds and manner of property, whether real, personal, tangible or intangible.

(e) The transaction of any and all other lawful business for which corporations may be incorporated and the doing of all lawful things related thereto.

ARTICLE IX- RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE X - AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 13th day of March, 1997.


DAVID GARMUS

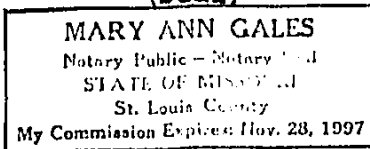
STATE OF Missouri
COUNTY OF St. Louis

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared DAVID GARMUS, who is personally known to me or who has produced Florida Drivers License as identification and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13th day of March, 1997.

Mary Ann Gales
Notary Public, State of Missouri
My Commission Expires: 11-28-97

(Seal)



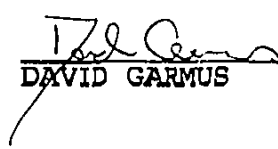
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

First - THE DAVID CONSULTING GROUP, INC., desiring to organize
under the laws of the State of Florida, with its principal office
as indicated in the Articles of Incorporation as 1935 Salt Myrtle
Lane, Orange Park, County of Clay, State of Florida, has named
David Garmus, 1935 Salt Myrtle Lane, Orange Park, County of Clay,
State of Florida, as its agent to accept service of process within
this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-
stated corporation, at the place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.



DAVID GARMUS

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FBI - JACKSONVILLE