

CORPORATION INFORMATION
SERVICES, INC.
1200 HAYS STREET
TALLAHASSEE, FL 32310
TEL 904-222-0171
FAX 904-222-0393

csc networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE :

AUTHORIZATION :

COST LIMIT : \$

Patricia Pignato
MD 00

FILED STATE'S
SECRETARY CORPORATION
97 MAY 12 PM 1:01

ORDER DATE : MAY 12, 1997

ORDER TIME : 10:40 am

ORDER NO. :

4000002174564--7

CUSTOMER NO:

CUSTOMER:

WATSON, FOLDS, STERMAN, TUKACH, & WALKER

DOMESTIC FILING

NAME: *VMQ CONSULTING, INC.*

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: STEPHANIE STSCHERBAN

EXAMINER'S INITIALS:

RECEIVED
97 MAY 12 PM 1:29
TALLAHASSEE, FL
SECRETARY OF CORPORATION

JS/12/97

EFFECTIVE

5/8/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 12 PM 1:01

ARTICLES OF INCORPORATION
OF

VMQ CONSULTING, INC.

Article I

Name. The name of this Corporation is VMQ
CONSULTING, INC.

Article II

Duration. The period of duration of this Corporation
shall be perpetual, commencing on the date of execution and
acknowledgment of these articles.

Article III

Purpose. The purpose of this Corporation is to engage
in any activities or businesses permitted under the laws of
the United States and under the Florida General Corporation
Act including, but not limiting the acquisition of life
insurance bonds, debentures, commodities, leaseholds,
options, puts and calls, easements, mortgages, notes, mutual
funds, investment trusts, common trust funds, voting trust
certificates, and any class of stock or right to subscribe
for stock, including trading on margin.

Article IV

Capital Stock. This Corporation is authorized to issue
1000 shares of One Cent (\$.01) par value common stock.

Article V

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VI

Initial Registered Office and Agent. The street address of the principal office is 5252 SW 2nd Court, Gainesville, FL 332608 and the street address of the initial registered office of this Corporation is 527 East University Avenue, Gainesville, Florida 32601, and the name of the initial registered agent of this Corporation is WILLIAM B. WATSON, III.

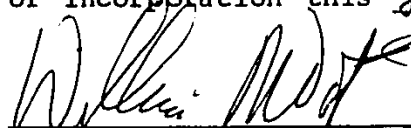
Article VII

Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is William B. Watson, III, 527 East University Avenue, Gainesville, Florida 32601.

Article VIII

Incorporator. The name and address of the person signing these Articles is WILLIAM B. WATSON, III, 527 East University Avenue, Gainesville, Florida 32601.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of May, 1997.



WILLIAM B. WATSON, III,
Incorporator

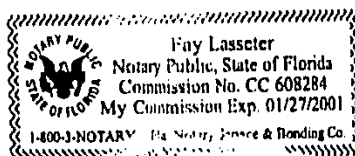
STATE OF FLORIDA
COUNTY OF ALACHUA

Before me, personally appeared WILLIAM B. WATSON, III, who is personally known to me, and says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 8th day of May, 1997.

(SEAL)

Sign Fay Lasseter
Print _____
Notary Public
My Commission Expires:



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

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

First -That VMQ CONSULTING, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Gainesville, County of Alachua, State of Florida, has named WILLIAM B. WATSON, III, located at 527 East University Avenue, City of Gainesville, County of Alachua, 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.

By: _____

William B. Watson, III
William B. Watson, III
Resident Agent

97 MAY 12 PM 1:01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS