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ACCOUNT NO. : 072100000032

REFERENCE : 390765 116028A

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 70.00

ORDER DATE : May 14, 1997

ORDER TIME : 11:17 AM

ORDER NO. : 390765-005

CUSTOMER NO: 116028A

CUSTOMER: Ms. Cindy Desmond
JAMES S. GARBETT, P.A.

4209 E. Busch Boulevard

Tampa, FL 33617

DOMESTIC FILING

NAME: COMPUTER MENTORS GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

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5/14/97

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CHERYL M. FRIZZELL
CSC CORPORATION

ENTERED
STATE

EFFECTIVE DATE

5/8/97

**ARTICLES OF INCORPORATION
OF**

COMPUTER MENTORS GROUP, INC.

FILED
SECRETARY OF STATE
97 MAY 11 10:11 AM '97

The undersigned acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for COMPUTER MENTORS GROUP, INC.

ARTICLE I

NAME. The name of the Corporation is **COMPUTER MENTORS GROUP, INC.**

ARTICLE II

CORPORATE ADDRESS. The initial principal corporate offices will be located at 15215 Livingston Avenue, Apt. 65, Lutz, Florida 33549.

ARTICLE III

DURATION. The duration of the Corporation is perpetual.

ARTICLE IV

PURPOSE. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V

GENERAL POWERS. The corporation shall have power:

A. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

B. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property assets.

C. To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.

D. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporation, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

E. To make contracts, guarantee and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bond, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income.

F. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

G. To conduct its business, maintain its offices and exercise the powers granted it by the State of Florida, whether within or without the state.

H. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

I. To make and alter bylaws, in a manner consistent with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

J. To make donations for the public welfare or for charitable, scientific, or educational purposes.

K. To transact any lawful business that the Board of Directors deems to be consistent with governmental policy.

L. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

M. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

N. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE VI

CAPITAL STOCK. The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share. All or any part of said common stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose.

All stock when issued shall be paid for and shall be non-assessable.

ARTICLE VII

RESTRICTIONS ON CUMULATIVE VOTING. In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial Registered Office of the Corporation is 15215 Livingston Ave., Apt. 65, Lutz, FL 33549 and the name of its initial Registered Agent at that address is Ralph A. Smith.

ARTICLE IX

INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial director of the Corporation are as follows:

Ralph A. Smith, President
15215 Livingston Ave., #65
Lutz, FL 33549

and

Jack Redmond, Treasurer
5558 Brookline Drive
Orlando, Florida 32819

and

Rev. Earl B. Mason, Sr., Secretary
13212 Burnes Lake Drive
Tampa, Florida 33612

ARTICLE X

INCORPORATORS. The name and address of each Incorporator is as follows:

Ralph A. Smith
15215 Livingston Avenue, Apt. 65
Lutz, FL 33549

ARTICLE XI

INDEMNIFICATION. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE XII

STOCK TRANSFER RESTRICTIONS. Shares of capital stock of the Corporation shall be issued to the initial subscribers upon payment of the consideration determined by the Board of Directors. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE XIII

BYLAWS. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE XIX

COMMENCEMENT OF CORPORATE EXISTENCE. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE XV

AMENDMENT OF ARTICLES. The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner produced by the Florida Statutes.

ARTICLE XVI

PRE-EMPTIVE RIGHTS. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. the right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt from the corporation.

ARTICLE XVII

Director Conflict of Interest.

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officer ship or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officer ship or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

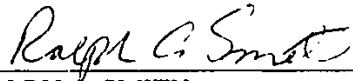
ARTICLE XVIII

INFORMAL ACTION OF DIRECTORS. If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XIX

INFORMAL ACTION OF SHAREHOLDERS. Any action of the shareholder may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by Fifty-One Percent (51%) of the holders of outstanding stock and be filed with the Secretary of the corporation as part of the corporate records.


IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation on this 8 day of May, 1997.

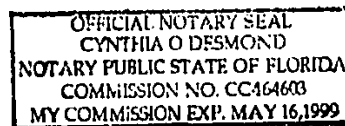

RALPH A. SMITH

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, personally appeared RALPH A. SMITH to me well known or who produced _____ as identification and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 8 day of May, 1997.


Notary Public
Commission No.:
My Commission Expires:

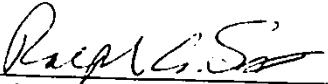


**CERTIFICATE DESIGNATING REGISTERED AGENT
AND AGENT FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA**

FILED
SECRET - STATE
CONFIDENTIAL

Pursuant to Florida Statutes Chapter 48.091, Computer Mentors Group, Inc., with its registered office located at 15215 Livingston Ave., Apt. 65, Lutz, Hillsborough County, Florida 33549, has designated Ralph A. Smith as its registered agent to accept service of process within the state.

I, Ralph A. Smith, having been named to accept the service of process for the above named corporation, do hereby accept and agree to comply with the provisions of Florida Statute Chapter 48.091.



Ralph A. Smith
Registered Agent