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BERGHUIS CONSULTING COMPANY

Specializing in Building Code Compliance

9903 Nicoma Lane
Orlando, Florida 32817
(407) 671-4638

May 10, 1997

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

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-05/12/97--01039--001
*****122.50 *****122.50

Dear Sir/Madam;

Enclosed please find a notarized copy of the **Articles of Incorporation** for **Berghuis Consulting Company**. Also enclosed is a check in the amount of one hundred twenty-two dollars and fifty cents (\$122.50). This amount represents the required filing fee of Seventy Dollars (\$70.00) along with Fifty Two Dollars and fifty cents (\$52.50) for a **Certified** copy of said **Articles of Incorporation**. Please forward the certified copy to me at 9903 Nicoma Ln. Orlando, FL 32817.

If you have any questions please contact me at (407) 671-4638.

Sincerely,

Warren L. Berghuis

Warren L. Berghuis

Enclosures

Warren GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA Acceptance
DATE 5/15/97
DOC EXAM. Bm

FILED
97 MAY 12 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bm 5/16/97

**ARTICLES OF INCORPORATION
OF
BERGHUIS CONSULTING COMPANY**

FILED
97 MAY 12 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a person competent to contract, subscribe to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the corporation is **BERGHUIS CONSULTING COMPANY**

ARTICLE II - Principal Office

The principal office, and mailing address of the corporation is 9903 Nicoma Lane, Orlando, Florida 32817.

ARTICLE III - Capital Stock

The maximum number of shares of stock that the corporation is authorized to issue is 1,000 shares of common stock having par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - Preemptive Rights

Every Shareholder, upon the sale of any additional 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 - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 9903 Nicoma Lane, Orlando, Florida 32817, and the name of the initial registered agent of this corporation is Warren L. Berghuis.

ARTICLE VI - Incorporator

The name and street address of the incorporator of the corporation is:

Name
Warren L. Berghuis

Address
9903 Nicoma Lane, Orlando, Florida 32817

ARTICLE VII - Directors

The corporation shall initially have one (1) director. The method of electing (e.g., cumulative, non-cumulative, removing and replacing directors shall be prescribed by the By-Laws of the corporation. The number of directors maybe increased or decreased from time to time by the By-Laws of the corporation. The name and street address of the initial director who shall hold office until the first annual meeting of the Stockholders of the corporation or until their successors are elected or appointed and qualified is:

Name	Address
Warren L Berghuis	9903 Nicoma Lane, Orlando, Florida 32817

ARTICLE VIII - General Purpose

The purpose for which the corporation has been formed is: To engage in and transact any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IX - Term of Existence

The corporation shall commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation, and shall have perpetual existence thereafter unless dissolved according to law.

ARTICLE X - Super Majority Rights

The following actions must be approved by the affirmative vote of at least Seventy Five percent (75%) of the issued and outstanding voting shares of stock of the corporation:

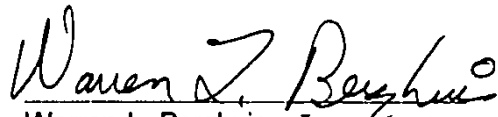
- 1) The amendment of the articles of incorporation by by-laws of the corporation.
- 2) The authorization of additional shares of corporate stock.
- 3) The merger or consolidation of the corporation with or into any other entity, or the reorganization, recapitalization, primary or secondary offering of debt or equity securities, liquidation, or dissolution of the corporation.
- 4) The sale, lease or other transfer other than in the ordinary course of its business of any real property, or any interest therein, owned by the corporation.
- 5) Any agreement, contract, obligation, or liability, whether oral or written, formal or informal, between the corporation and any Director, any shareholder owning more than Twenty Five percent (25%) of the shares of the common stock of the

corporation, or affiliate or sister corporation over which any shareholder owning more than Twenty Five percent (25%) of the shares of common stock of the corporation has controlling interest (as defined in the rules and regulations of the Securities and Exchange Commission of the United States).

6) The incurring of any indebtedness, except for trade payables for goods and services actually received in the ordinary course of business operations; and

7) The guaranty, of payment or otherwise, by any person or entity.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ___ day of May, 1997.

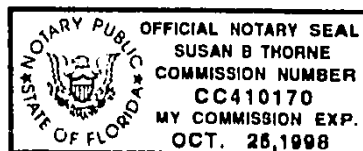

Warren L. Berghuis Incorporator and
Accepting Designation of Registered
Agent

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Warren L. Berghuis as Incorporator for Berghuis Consulting Company, who is known to me and is known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein stated.

This the 9th day of May, 1997.


Notary Public
My commission expires:



FILED
97 MAY 12 AM 8:47
TALLAHASSEE, FLORIDA