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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: HERRICK ASSOCIATES, PROFESSIONAL ASSOCIATION

AUDIT NUMBER.....H97000009485

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

HERRICK ASSOCIATES, PROFESSIONAL ASSOCIATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is HERRICK ASSOCIATES, PROFESSIONAL ASSOCIATION

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of providing professional management consulting services to the public. The sole and exclusive professional service to be rendered by the corporation is management consulting.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) Shares of \$1.00 par value common stock, which shall be designated "Common Shares". There shall be only one (1) class of stock.

ARTICLE V - BY-LAWS

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

Prepared by:
Kirk Grantham, Esq.
1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406
(561) 966-6211
Fla. Bar No. 133803

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ARTICLE VI - INITIAL PRINCIPLE OFFICE

The street address of the initial principle office of HERRICK ASSOCIATES, PROFESSIONAL ASSOCIATION is 283 Cordova Road, Suite 1, West Palm Beach, FL 33401.

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of this corporation is MARY K. HERRICK, 283 Cordova Road, Suite 1, West Palm Beach, FL 33461.

ARTICLE VIII - BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the directors of the corporation. Directors need not be residents or citizens of the State of Florida. The directors may take action by written consent without a meeting as provided by law. The name and address of the initial director(s) of this corporation is:

Mary K. Herrick 283 Cordova Road, Suite 1
West Palm Beach, FL 33401

ARTICLE IX - INDEMNIFICATION

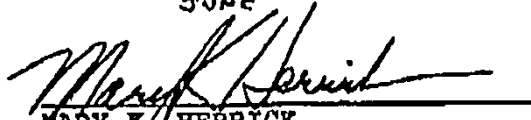
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation are:

Mary K. Herrick 283 Cordova Road, Suite 1
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 5 day of ~~May~~ ^{JUNE}, 1997.


MARY K. HERRICK

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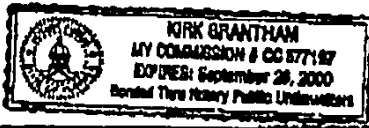
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STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5th
day of May, 1997 by MARY K. HERRICK who is personally known to me
or who produced _____ as identification.

(N. P. SEAL)




Notary Public, State of Florida

Print or stamp name of notary public, commission
number and date of expiration

nth:herrick.art

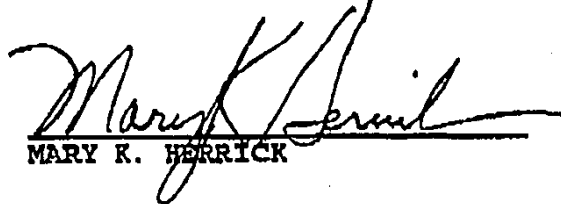
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DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

HERRICK ASSOCIATES, PROFESSIONAL ASSOCIATION hereby appoints
MARY K. HERRICK to act as Registered Agent for the purpose of
accepting service of process in accordance with the provisions of
Chapter 607, F.S.A.

The undersigned does hereby accept such appointment.


MARY K. HERRICK

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