

**CHASEWOOD PLAZA - SUITE 30 - 6390 INDIANTOWN ROAD
JUPITER, FLORIDA 33459
(561) 744 - 4600**

RICHARD P. GUMSON
ADAM S. GUMSON
also admitted to New York Bar


June 4, 1997

~~EO 1.28 (b)(7)(C) is hereby declared null and void.~~

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 10 AM 11:43

JUPITER LAW CENTER



Adam S. Gumson

W97-13733

6-12-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 10 AM 11:43

ARTICLES OF INCORPORATION
OF
M & B CONSULTING SERVICES, INC.

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is:

M & B CONSULTING SERVICES, INC.

ARTICLE II

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

The Corporation is organized to conduct any and all lawful business.

ARTICLE IV

The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

ARTICLE V

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ARTICLE VI

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders, but the Shareholders may provide in any by-laws made by them that such by-laws shall not be altered, amended or repealed by the Board of Directors.

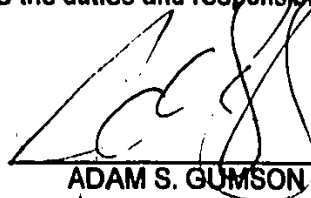
ARTICLE VII

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of two or more persons and the Directors may rely on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by such committee.

ARTICLE VIII REGISTERED AGENT/OFFICE AND MAILING ADDRESS

The address of the initial mailing office of the Corporation is: c/o JUPITER LAW CENTER, Chasewood Plaza - Suite 30, 6390 Indiantown Road, Jupiter, Florida 33458, with the privilege of having its offices and branch offices at other places within or without the State and the name of its initial registered agent at such address is ADAM S. GUMSON, ESQ., who hereby acknowledges that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation.

Registered Agent's Acceptance:


ADAM S. GUMSON

ARTICLE IX

The number of Directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until his successors are elected and shall qualify are:

ARTICLE X

The name and address of the Incorporator is:

NAME

MARTHA E. KANE

ADDRESS

6515-D Chasewood Drive North
Jupiter, FL 33458

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation on this 4th day of June, 1997.

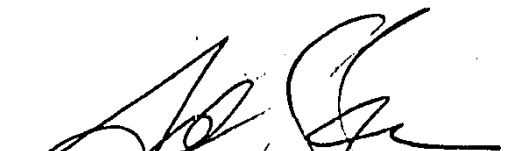


MARTHA E. KANE

STATE OF FLORIDA) SS.:

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 4th day
of June, 1997, by MARTHA E. KANE, who is personally known to me or who has produced a
Drivers License as identification.



NOTARY PUBLIC - STATE OF FLORIDA