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TRANSMITTAL LETTER

TO: Department Of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-06/23/97--01183--021
*****70.00 *****70.00

FROM: Randi S. Tompkins, P.A.
4800 N. Federal Highway
Suite 100-D
Boca Raton, Florida 33431

FILED
97 JUN 23 AM 9:19
TALLAHASSEE, FLORIDA

RE: Debs Executive Consulting, Inc.

DATE: June 18, 1997

EFFECTIVE DATE
7-1-97

Enclosed is an original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. Also included is a check for :

X \$70.00 or \$78.75
(Filing Fee) (Filing Fee & Certification)

Please provide the original and one conformed copy of the Articles of Incorporation and Designation of Registered Agent to the Randi S. Tompkins, P.A. at the address set forth above. A stamped self-addressed envelope has been provided for your convenience.

Thank you for your assistance.

PH
6/25/97

ARTICLES OF INCORPORATION
OF

DEBS EXECUTIVE CONSULTING, INC. TALLAHASSEE, FLORIDA

FILED

97 JUN 23 AM 9:19

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DEBS EXECUTIVE CONSULTING, INC.

EFFECTIVE DATE

7-1-97

The address of the principal office of this corporation shall be 220 SW 12th Street, Delray Beach, Florida, 33444 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation is formed to operate a consulting firm to new and existing business. The business may engage or transact in any or all lawful activities or business consistent with the nature of the business set forth herein and permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation .

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT/ADDRESS

The street address of the initial registered office of the corporation shall be 220 SW 12th Street, Delray Beach, Florida 33444 and the name of the initial registered agent of the corporation at that address is Elizabeth Debs.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one or more Directors. The names and street addresses of the initial members of the Board of Directors are:

Elizabeth Debs
220 SW 12th Street
Delray Beach, Florida 33444

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the

corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Vice President
Secretary/Treasurer

Elizabeth Debs
220 SW 12th Street
Delray Beach, Florida 33444

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Elizabeth Debs at 220 SW 12th Street, Delray Beach, Florida 33444.

ARTICLE IX. EFFECTIVE DATE

The Corporation's existence shall begin on July 1, 1997.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set her hand and seal this 10 day of June, 1997.

INCORPORATOR


Elizabeth Debs

FILED

97 JUN 23 AM 9:20

ACCEPTANCE OF REGISTERED AGENT DESIGNATED STATE
IN ARTICLES OF INCORPORATION TALLAHASSEE, FLORIDA

I, Elizabeth Debs, having been named as Registered Agent and to accept service of process in the above and foregoing Articles, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent under Florida law.

REGISTERED AGENT:

By: 

Elizabeth Debs