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LAW OFFICES
HARTMAN & CORNELY, P.A.
P. B. A. BUILDING
10680 N. W. 25 STREET
SUITE 200
MIAMI, FLORIDA 33172

DOUGLAS C. HARTMAN
C. MICHAEL CORNELY

TELEPHONE (305) 477-1184
FAX (305) 592-5987

July 17, 1997

Secretary of State
Division of Cooperations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Aspen Consulting Group, Inc.

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-07/24/97--01062--019
*****122.50 *****122.50

Dear Sir:

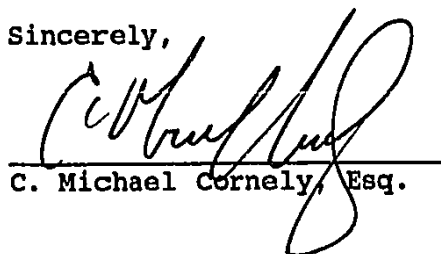
Enclosed please find the executed original Articles of Incorporation for Aspen Consulting Group, Inc., along with an addition copy for Certification.

Also enclosed is our check for 122.50 in payment of your fees as follows:

Filing Fees	\$35.00
Certified Copy	\$52.50
Registered Agent Designation	\$35.00

Thank you for your consideration and attention of this matter.

Sincerely,


C. Michael Cornely, Esq.

CMC/mr

Enclosures:

FILED
97 JUL 24 AM 11:05
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

-mr 7/28/97

**ARTICLES OF INCORPORATION
ASPEN CONSULTING GROUP, INC.**

FILED
97 JUL 24 AM 11: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of incorporation, natural persons and competent to contract, hereby form corporation under the laws of the State of Florida.

I

The name of the corporation is to be **ASPEN CONSULTING GROUP, INC.**

II

The corporation may engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

III

The maximum number of shares of stock of this corporation that it is authorized to have outstanding at any time is 300 shares of common stock having a par value of \$1.00

IV

The amount of capital with which the corporation will begin business will not be less than One Hundred Dollars (\$100.00).

V

The corporation is to exist perpetually.

VI

The initial Street Address of the corporation is:

**10680 N.W. 25th Street, Suite 200
Miami, Florida 33172**

VII

The corporation shall have one Director initially. The number of Directors may be increased or decreased by the By-Laws adopted by the stockholders at any time.

VIII

The name and address of the initial Board of Director is:

JAMES D. COONER
c/o 10680 N.W. 25th Street, Suite 200
Miami, Florida 33172

IX

The following person has been named by the corporation to accept service of process within the State of Florida:

C. MICHAEL CORNELLY
10680 N.W. 25th Street, Suite 200
Miami, Florida 33172

X

The names and address of the first officers of the corporation are as follows:

President/Treasurer/Secretary

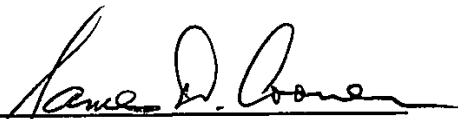
JAMES D. COONER
10680 N.W. 25th Street, Suite 200
Miami, Florida 33172

XI

This corporation shall be without authority to amend this charter or to approve any By-Laws or resolution that will sell or sign any stock of this corporation to any other firm, person or corporation, except that the stock of this corporation can be sold or transferred or assigned to any of the present charter members, or to this corporation.

XII

The name and address and signature of the subscribers to these Articles of Incorporation are listed below. In witness thereof we have hereunto said our hand and seal on this 16 day of July, 1997.


JAMES D. COONER
PRESIDENT/TREASURER/SECRETARY

STATE OF FLORIDA
SS
COUNTY OF DADE

I HEREBY CERTIFY that on this 16th day of July, 1997, personally appeared before me, JAMES D. COONER, to me known to be persons who executed the foregoing Articles of Incorporation of Aspen Consulting Group, Inc., and they acknowledge to me and before me that they executed the same for the purposes stated herein.

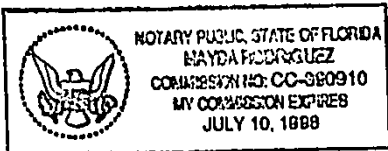
WITNESS my hand and seal at Miami, Dade County, Florida this 16th day of July, 1997.

Mayda Rodriguez
NOTARY PUBLIC

Mayda Rodriguez

State of Florida at Large

Commission Expires: 07/10/98



Personally known to me ✓
or who has

produced I.D. N/A

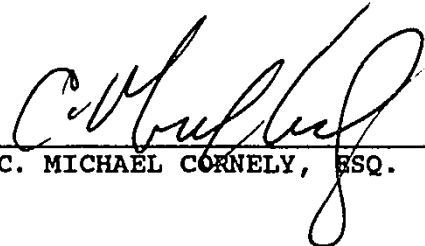
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ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT

FOR C. MICHAEL CORNELY, ESQ.

I, C. MICHAEL CORNELY, ESQ., having been named as the Resident Agent to accept service of process for ASPEN CONSULTING GROUP, INC., 10680 N.W. 25th Street, Suite 200, Miami, Florida 33172, the registered office designated incorporation, articles of incorporation, hereby accept the corporation's designation, and appointment as Resident Agent, and agrees to act in this capacity, and comply with the applicable provisions of the Florida General Corporation Act, and a Professional Service Corporation, including provisions relating to keeping said office open for acceptance of service of process.


C. MICHAEL CORNELY, ESQ.

Sworn to this 17th day of July, 1997.

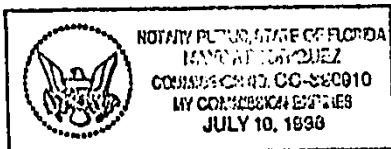

NOTARY PUBLIC


State of Florida at Large
My Commission Expires: 07/10/98

Personally known to me ✓
or who has produced I.D.

N/A
Type of I.D.

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FILED
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TALLAHASSEE, FLORIDA