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Donald I. Goldstein
3201 South Ocean Boulevard, #801
Highland Beach, Florida 33487
(561) 272-5265

July 17, 1997

Secretary of State
Division of Corporations
P.O. Box 3027
Tallahassee, Florida

32314

RE: WINTHROP CONSULTING GROUP, INC.

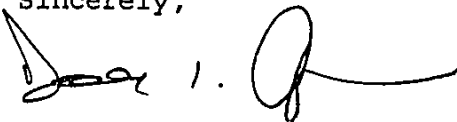
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Gentlemen:

Enclosed please find proposed Articles of Incorporation for ONE (1) new Florida Corporation, WINTHROP CONSULTING GROUP, INC., along with a check in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50)

Please place these documents in line for processing. Thank you very much.

Sincerely,



Donald I. Goldstein

enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

WINTHROP CONSULTING GROUP, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

1. NAME. The name of the Corporation is: WINTHROP CONSULTING GROUP, INC.
2. DURATION. The period of its duration is perpetual.
3. PURPOSE. The purpose is to engage in any activities or business permitted under the laws of the United States and Georgia.
4. CAPITAL STOCK. The corporation is authorized to issue One Hundred Million (100,000,000) shares of common stock, all of one class, at NO PAR Value.
5. PRINCIPAL OFFICE. The address of the principal office of the corporation is as follows:

WINTHROP CONSULTING GROUP, INC.
3201 South Ocean Boulevard, #801
Highland Beach, Florida 33487
6. INITIAL REGISTERED AGENT. The name and address of the initial registered agent of the corporation is as follows:

Donald I. Goldstein 3201 South Ocean Boulevard, #801
Highland Beach, Florida 33487
7. INITIAL BOARD OF DIRECTORS. The corporation shall have ONE (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1) director.

The name and address of the initial director of the corporation is:

NAME

ADDRESS

Donald I. Goldstein 3201 South Ocean Boulevard, #801
Highland Beach, Florida 33487

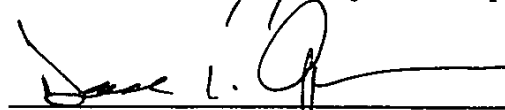
8. AMENDMENT OF ARTICLES. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.
9. INDEMNIFICATION. To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.
10. INCORPORATOR. The name and address of the incorporator is:

NAME

ADDRESS

Donald I. Goldstein, 3201 South Ocean Boulevard, #801
As Trustee Highland Beach, Florida 33487

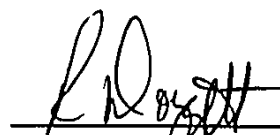
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17 day of July, 1997.



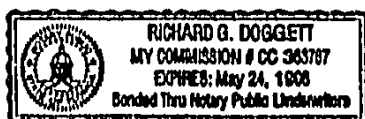
Donald I. Goldstein, As Trustee
INCORPORATOR

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME this 17 day of July, 1997, personally appeared DONALD I. GOLDSTEIN, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me, that he executed the same for the purposes therein expressed.


NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:



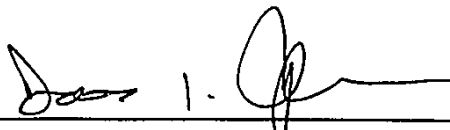
CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

WINTHROP CONSULTING GROUP, INC., a Florida corporation qualified to do business under the laws of this State, has appointed DONALD I. GOLDSTEIN as its agent to accept service of process within this State at the following address:

Donald I. Goldstein
3201 South Ocean Boulevard, #801
Highland Beach, Florida 33487

Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:


Donald I. Goldstein

July 17, 1997

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