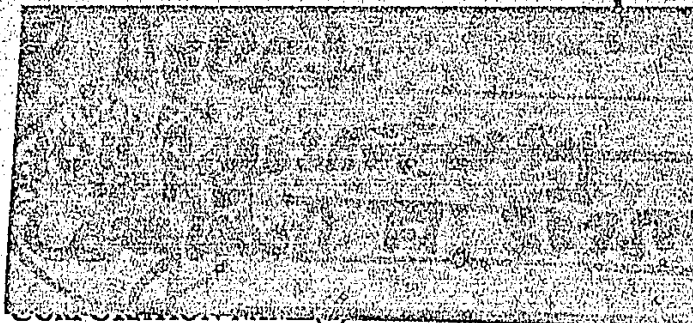


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S), (if known):

1. _____ (Corporation Name) (Document #)
2. Richard G. Decarlo Consulting, Inc. (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

8

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

D. BROWN SEP 11 1997

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ARTICLES OF INCORPORATION
FOR
RICHARD J. DECARLO CONSULTING INC.

The undersigned hereby makes and subscribes these Articles of Incorporation intending to form a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I

The name of the corporation will be Richard J. DeCarlo Consulting Inc.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by Chapter 607, Florida Statutes, as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The capital stock of the corporation will consist of 1,000 shares of common stock, par value of \$1.00 per share.

ARTICLE IV

The corporation will begin with capital of not less than \$100.00

ARTICLE V

The corporation is to have perpetual existence, beginning in accordance with law.

ARTICLE VI

The initial street address in Florida of the principal office of the corporation will be 1011 Crosscut Way, Longwood, Florida 32750.

ARTICLE VII

The number of directors will be not less than one, the number to actually serve from time to time to be determined by the directors elected by the stockholders.

ARTICLE VIII

The names and addresses of the members of the first board of Directors and Officers who will hold office as provided by law are as follows:

Name	Address
Richard J. Decarlo President/Secretary	1011 Crosscut Way Longwood, Florida 32750
Robin P. DeCarlo Vice President/Treasurer	1011 Crosscut Way Longwood, Florida 32750

ARTICLE IX

The name and street address of the person signing these Articles of Incorporation as subscriber is Richard J. DeCarlo, 1011 Crosscut Way, Longwood, Florida 32750.

ARTICLE X

The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation.

(A) No holder of stock of the Corporation of any class shall have any preferential, preemptive, or other right to subscribe for or to purchase from the Corporation any stock of the Corporation of any class whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations, or other securities, which the Corporation may at any time issue, whether or not the same shall be convertible into stock of the Corporation of any class or shall entitle the owner or holder to purchase stock of the Corporation of any class.


(B) No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer or are director or directors, individually or jointly may be a party or parties to, or may be interested in any contract or transaction of the Corporation, or in which the Corporation is interested, and no contract, act or transaction, in absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or person, or firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability which might otherwise exist from his contraction with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

Any Director of the corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of each subsidiary or controlled corporation.

(C) The corporation may restrict the transfer of it's share in any manner consistent with law and holders of shares of stock of this corporation may include in agreements among themselves, limitations upon the transfer or assignment of the shares of stock of this corporation, and this corporation may become a party to said agreements.

(D) This corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of Incorporation in the same manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein granted are subject to this reservation.

IN WITNESS WHEREOF, the undersigned natural person, competent to contract, has subscribed these Articles of Incorporation, this 5th day of August, 1997.


Richard J. DeCarlo

STATE OF FLORIDA:

COUNTY OF SEMINOLE:

I hereby certify that on this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared Richard J. DeCarlo known to be the
(personally known to me)
person described in and who executed the forgoing Articles of Incorporation of

WITNESS my hand and official seal of the County and State names above this 5th day
of August, 1997.



NOTARY PUBLIC
STATE OF FLORIDA;

My commission expires:



CAROL B. NICHOLS
MY COMMISSION # CC390798 EXPIRES
September 23, 1998
BONDED THRU TROY FARM INSURANCE, INC.

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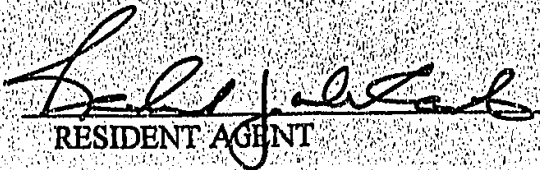
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.**

Pursuant to Chapter 48.091 Florida Statutes, the following is submitted in compliance
with said act.

That Richard J. DeCarlo Consulting Inc. desiring to organize under the laws of the
State of Florida, with it's principal office as indicated in the Articles of Incorporation at City of
Longwood, of County of Seminole, State of Florida, has named Richard J. DeCarlo
. located at 1011 Crosscut Way, Longwood, Florida 32750 as agent to accept service or
process within this state.

ACKNOWLEDGEMENTS:

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


RESIDENT AGENT