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FILED

97 SEP 25 AM 11:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OF COUNSEL
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DAVID F. TEGELER

September 23, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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*****122.50 *****122.50

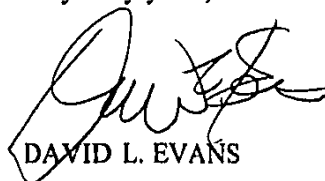
Re: Articles of Incorporation of Mike Barrett Consulting, Inc.

Dear Sir:

Enclosed herewith are Articles of Incorporation for Mike Barrett Consulting, inc. for filing. Also enclosed is this firm's check in the amount of \$122.50 representing the filing fee, registered agent fee and certified copy fee.

Please return the certified copy to me at your first convenience.

Very truly yours,


DAVID L. EVANS

DLE:jmm
Enclosures

SEP 26 1997

**ARTICLES OF INCORPORATION
OF
MIKE BARRETT CONSULTING, INC.**

FILED
97 SEP 25 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is Mike Barrett Consulting, Inc.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$.10 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 205 Ranch Road, Winter Park, Florida 32792. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is David L. Evans.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name(s) and address(es) of the Director/Directors is/are:

Name

Michael Barrett

Address

205 Ranch Road
Winter Park, FL 32792

ARTICLE VI

The name and address of the subscriber is Michael Barrett, 205 Ranch Road, Winter Park, FL 32792.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII


The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: Sept. 22, 1997.


Michael Barrett

STATE OF FLORIDA
COUNTY OF ORANGE

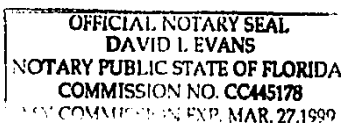
The foregoing instrument was acknowledged before me on Sept. 22, 1997,
by Michael Barrett, as President of Mike Barrett Consulting, Inc., a Florida corporation, on
behalf of the corporation. He is personally known to me or has produced _____
_____ (type of identification)
as identification.


Name: David L. Evans
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:



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

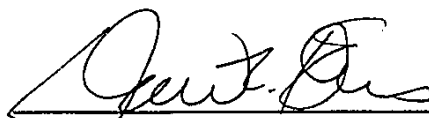
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Mike Barrett Consulting, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Winter Park, Orange County, State of Florida, has named David L. Evans as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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



David L. Evans
(Registered Agent)