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STEVEN M. WEISS*

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Reply To:
Boca Raton Office

P97000085540

September 24, 1997

Secretary of State
Articles of Incorporation
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 33399

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-10/02/97--01104--003
****122.50 ****122.50

Re: ACI Consulting, Inc.

Dear Sir/Madam:

Enclosed please find an original and one executed Articles of Incorporation of ACI Consulting, Inc. Also enclosed is a check in the amount of \$122.50 representing the filing fee for same and the cost of a certified copy of the filed Articles. Please file the enclosed original Articles at your earliest convenience and return the certified copy to me in the self-addressed envelope I have provided herein.

I thank you for your anticipated cooperation in this regard. Should you have any questions, please do not hesitate to contact me.

Very truly yours,


STEVEN M. WEISS

SMW:kts

Enclosures

cc: Mr. Michael A. Faerber, Esq.

DMP
10/3/97

FILED
97 OCT -2 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ACI CONSULTING, INC.

FILED
97 OCT -2 AM 10: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is ACI Consulting, Inc., and the address shall be 101 North Marion Avenue, Unit 222, Punta Gorda, Florida 33950.

ARTICLE II - DURATION

This Corporation is to exist perpetually.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation is to provide consulting services in the field of air conditioning and boiler systems, and to engage in any and all other lawful activity permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

1. The maximum number of shares of stock that this Corporation is authorized to issue to have outstanding at any one time is one thousand (1,000) shares of common stock, having a par value of One Dollar (\$1.00) per share.
2. The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.
3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services to be fixed by the Directors of the Corporation. Stock in other corporations or ongoing businesses may be purchased by the Corporation in return for the issuance of its capital stock, and said purchase shall be on such basis, and for such considerations, and the issuance of so much of the capital stock, as the Directors of the Corporation may decide.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2499 Glades Road, Suite 313, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that address is Steven M. Weiss, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished, from time to time, by the Bylaws, but shall never be diminished to less than one (1). The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas K. Aquilla	101 North Marion Avenue Suite 222 Punta Gorda, Florida 33950

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any Officer of Directors, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

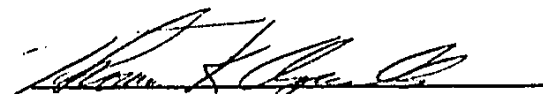
ARTICLE IX - TERMINATION

The Corporation may be dissolved at any time by unanimous written consent of the Shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the Shareholders in proportion to the number of shares of stock in the Corporation which each Shareholder then owns.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas K. Aquilla	101 North Marion Avenue Suite 222 Punta Gorda, Florida 33950

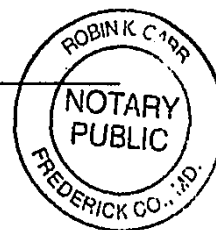

THOMAS K. AQUILLA

STATE OF Maryland, Frederick COUNTY, to wit:

BEFORE ME, the undersigned authority, this day, personally appeared THOMAS K. AQUILLA, who is personally known to me, or satisfactorily proven to me, to be said person, who, first being duly sworn on oath by me, says: that he has executed the foregoing, and that he signed the same for the intent and purposes contained therein.

WITNESS, my hand and official seal, this 19th day of September, 1997.

Robin K. Carr
NOTARY PUBLIC



My Commission Expires:

ROBIN K. CARR
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires April 26, 1998

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT
FOR
ACI CONSULTING, INC.

Having been named registered agent to accept service of process for the above-named Corporation at the place designated in the Articles of Incorporation for ACI Consulting, Inc., Steven M. Weiss hereby agrees to act in that capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

STEVEN M. WEISS

STATE OF FLORIDA, PALM BEACH COUNTY, to wit:

BEFORE ME, the undersigned authority, this day personally appeared STEVEN M. WEISS, who is personally known to me, or who has produced _____ (type of identification), as identification, who, first being duly sworn on oath by me, says: that he has executed the foregoing, and that he signed the same for the intent and purposes contained herein.

WITNESS, my hand and official seal this 24 day of Sept, 1997.

V. LAVETAN
NOTARY PUBLIC

My Commission Expires:

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