



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

September 9, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: ~~Cook Consulting Services Inc.~~
P3270311COCOO

400002298164--7
-09/19/97--01080--006
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Cook Consulting Services Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Wendy Snow
Corporate Service Incorporator

enc.

2544.
W97-21712

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 14 AM 10:07

10/14/97



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

October 10, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 14 AM 10:07

RE: Capital Consulting Services Inc.
P3270311COC00

Dear Sir or Madam:

Enclosed please find Certificate of Incorporation with corrections as requested for Capital Consulting Services Inc. A copy of your recent correspondence is enclosed for reference.

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-800-542-2677, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Wendy Snow
Corporate Service Incorporator

enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 14 AM 10:07

September 22, 1997

THE COMPANY CORPORATION
ATTN: WENDY SNOW
1313 NORTH MARKET STREET
WILMINGTON, DE 19801-1151

SUBJECT: COOK CONSULTING SERVICES INC.
Ref. Number: W97000021712

We have received your document for COOK CONSULTING SERVICES INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 997A00046831

**ARTICLES OF INCORPORATION
OF
Capital Consulting Services, Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 14 AM 10:07

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be **Capital Consulting Services, Inc.**

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee, FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 1140 Ansley Circle #102, Apopka, FL 32703.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 200 shares at \$.01 par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Craig F. Cook 1140 Ansley Circle #102, Apopka, FL 32703.

SEVENTH: The duration of the corporation is perpetual.


EIGHT: This is a Close Corporation.

NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow c/o The Company Corporation

1313 N. Market Street
Wilmington, DE 19801


We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 11th day of September, 1997.



State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 11th day of September, by Wendy Snow.



Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow, 1313 N. Market Street,
Wilmington, DE 19801 (302) 575-0440.

97 OCT 14 AM 10:07

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

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Capital Consulting Services Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of APOKA, State of
Florida, has named Larry Wolfe located at
200 - A John Knox Road, Tallahassee, FL 32303-6643

_____ as its agent for service of process within Florida.

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Henry D. Long

9/9/97

Date _____