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CHARLES S. DALE, P.A.
ATTORNEY AT LAW
414 NE 4TH STREET
FT. LAUDERDALE, FL 33301

(954) 462-7472
Fax: (954) 462-5472

October 28, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/31/97--01028--003
****122.50 ****122.50

RE: SOURCE SOLUTIONS, INC.
Please reference our File No. 97-095 on all communications

Gentlemen:

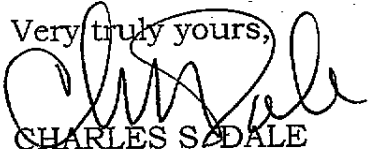
Enclosed is an original and one copy of the Articles of Incorporation for the above named corporation. After this has been filed of record, please return a certified copy to this office.

Enclosed is our check of \$122.50 for the following processing fees:

Filing Articles of Incorporation	\$ 35.00
Designation of Registered Agent	\$ 35.00
Certified Copy of Articles	\$ 52.50

Total: \$122.50

Very truly yours,


CHARLES S. DALE
CSD:as

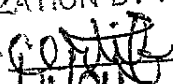
97 OCT 31 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Ann Enclosures: Articles of Incorporation + 1 copy

Check: \$122.50

AUTHORIZATION BY PHONE TO

CORRECT  p.o.b.

DATE 11/4/97

DOC. EXAM TM

TM-11/4/97

**ARTICLES OF INCORPORATION
OF
SOURCE SOLUTIONS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be:

SOURCE SOLUTIONS, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation shall be:

To engage in the business of consulting with small businesses on product development and sale.

To engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act;

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks, mortgages and licenses in the State of Florida and in all other states and counties.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Shares (100) of common stock with no par value per share. The actual consideration to be paid for each share shall be fixed by the Stockholders.

ARTICLE IV

This corporation is to exist perpetually.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

The initial post office address of the principal office of this corporation in the State of Florida shall be 2639 NE 26TH Court, Fort Lauderdale, Florida 33306, and this corporation's mailing address shall be the same. The Stockholders may, from time to time, move the principal office to any other business in the State of Florida. The Registered Agent shall be: Charles S. Dale, 414 NE Fourth Street, Fort Lauderdale, Florida 33301.

ARTICLE VI

The corporation shall not have a Board of Directors, rather it shall be governed by its Stockholders.

ARTICLE VII

The name and post office address of the incorporator of these Articles of Incorporation is:

Charles S. Dale

414 N. E. Fourth Street
Fort Lauderdale, FL 33301

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders' meeting by a majority of the stock entitled to vote therein.

ARTICLE IX

No contract or other transaction between the corporation and any other corporation, and no act of the corporation, shall in any way be affected or invalidated by the fact that any of the shareholders of the corporation are pecuniarily or otherwise interested in, or are shareholders, directors or officers of, such other corporation. Any shareholder individually, or any firm of which any shareholder may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction, of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the shareholders or a majority thereof, and any shareholder of the corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any shareholder's meeting of the corporation.

which shall authorize any such contract or transaction, with like force and effect as if he were not such a shareholder, director or officer of such other corporation, or not so interested.

ARTICLE X

The corporation shall indemnify its officers to the fullest extent permitted by law either now or hereafter.

I, the undersigned, being the original incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of said corporation.

Witness my hand and seal on this 28th day of October, 1997.

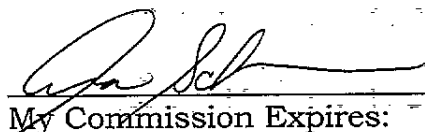
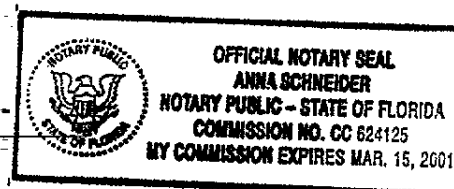


CHARLES S. DALE,
414 NE Fourth Street
Fort Lauderdale, FL 33301
(305) 462-7472

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 28th day of October, 1997, by **CHARLES S. DALE**, the person described in the foregoing Articles of Incorporation, and he acknowledged to and before me that he subscribed to these Articles of incorporation. He is personally known to me.

Notary Public


My Commission Expires:

To: The Department of State
Tallahassee, Florida 32304

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

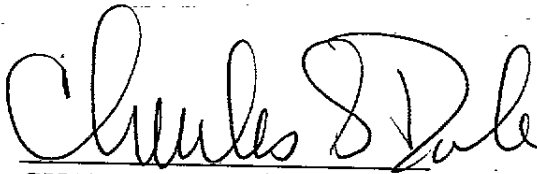
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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida Business Corporation Act, the following is submitted:


SOURCE SOLUTIONS, INC., with its place of business at 2639 NE 26th
Court, Fort Lauderdale, Florida 33306, has named **CHARLES S.**
DALE located at 414 NE Fourth Street, Fort Lauderdale, Florida 33301,
as its agent to accept service of process within Florida.

Dated: October 28, 1997.


CHARLES S. DALE
Incorporator

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, and I accept the duties and obligations of Section 607.0501 of the Florida Business Corporation Act.

Dated October 28, 1997


CHARLES S. DALE
Registered Agent