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LAW OFFICES OF  
JOSEPH G. BYWATER

P. O. DRAWER 2807  
LAKELAND, FLORIDA 33806-2807

PHONE: 941 / 686-5109

November 10, 1997

400002344314--2

11/12/97-01035--022

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: ManaCom Performance Group, Inc.

Dear Sir:

Enclosed are the Articles of Incorporation regarding the above  
to be filed and one copy to be returned to me.

Further enclosed is my check in the sum of \$70.00, representing  
the following:

Filing Fee	\$ 35.00
Filing of Registered Agent	35.00

Sincerely,

  
Joseph G. Bywater

JGB/mc

Enclosures

c: Mr. Gary English

97 NOV 12 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Dmc  
11/14/97

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ManaCom Performance Group, Inc.**

ARTICLE I -- NAME

The name of this corporation is ManaCom Performance Group, Inc. and the business address of this corporation is 1552 Mariner Court, Lakeland, Florida 33803.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes: to conduct management consulting and any other lawful business.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 1552 Mariner Court, Lakeland, Florida, 33803, and the name of the initial registered agent of this corporation at that address is: Gary C. English.

Article VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws. The name(s) and address(es) of the initial director(s) of this corporation are:

Gary C. English  
1552 Mariner Court  
Lakeland, Florida 33803

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Joseph G. Bywater, 2000 E. Edgewood Drive, Suite 108 B, Lakeland, Florida, 33803.

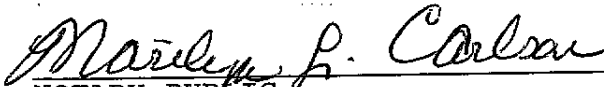
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this the 10<sup>th</sup> day of November, 1997.

  
JOSEPH G. BYWATER

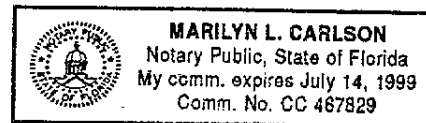
STATE OF FLORIDA  
COUNTY OF POLK

I hereby certify that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Joseph G. Bywater, whose signature is being notarized, who is personally known to me, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal at Lakeland, Polk County, Florida, this the 10<sup>th</sup> day of November, 1997.

  
NOTARY PUBLIC

Commission Expires  
Commission Number  
Notary Seal



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

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES  
THE FOLLOWING IS SUBMITTED:

FILED  
97 NOV 12 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THAT ManaCom Performance Group, Inc.

WITH ITS PLACE OF BUSINESS AT LAKELAND, POLK COUNTY, FLORIDA

HAS NAMED GARY C. ENGLISH

LOCATED AT 1552 MARINER COURT


CITY OF LAKELAND STATE OF FLORIDA

AS ITS AGENT TO ACCEPT 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, AND I ACCEPT THE  
DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Date:

11/7/97

  
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GARY C. ENGLISH  
Registered Agent