



THE COMPANY CORPORATION

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

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97 NOV 17 AM 10:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 6, 1997

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

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-11/17/97--01116--008

*****70.00 *****70.00

RE: COMPETITIVE EDGE OUTSOURCING INC.
P3347713CODON

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 COMPETITIVE EDGE OUTSOURCING 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.

P. Hall

NOV 20 1997

**ARTICLES OF INCORPORATION
OF
COMPETITIVE EDGE OUTSOURCING INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

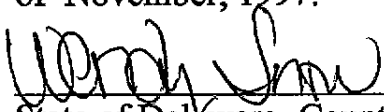
The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST:** The name of the corporation shall be **COMPETITIVE EDGE OUTSOURCING INC.**
- SECOND:** The address of the initial registered office of the corporation is 130 Palm Avenue #2, Jupiter, FL 33477, County of Palm Beach. The name of the registered agent located at said address is Sal Donato.
- THIRD:** The principal address of the corporation is 130 Palm Avenue #2, Jupiter FL 33477.
- 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 100 shares at \$1.00 par value.
- SIXTH:** The number of directors constituting the initial board of directors is four, and the name(s) and address(es) of who will serve as director(s) until the first annual meeting of shareholders or until the successor(s) is/are as follows:
- Keith Griffen 866 Pinewood Ave., Rockledge, FL 32955.
Dean Haines 3054 Falehn Dr., Courtland, OH 44410.
Michael Miller 3115 Kingston Ct., West Palm Beach, FL 33409.
Sal Donato 130 Palm Ave. #2, Jupiter, FL 33477.
- SEVENTH:** The duration of the corporation is perpetual.
- EIGHT:** This is a Close Corporation.

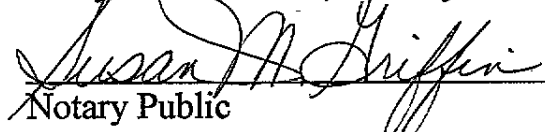
NINTH: The name(s) and address(es) of the person(s) who is to act as incorporator(s) is as follows:

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 5th day of November, 1997.


State of Delaware County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 5th day of November, 1997 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.

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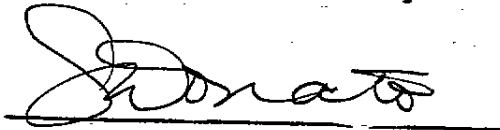
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 COMPETITIVE EDGE OUTSOURCING, INC.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of JUPITER, State of
Florida, has named SAL DONATO located at
130 PALM AVE #2
JUPITER, FL. 33477 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.



OCTOBER 16, 1997
Date