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12/03/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000019906 1))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: TAMPA CORPORATE SERVICES, INC. D/B/A CORPORA ACCT#: 105404002242
CONTACT: JULIO C EXQUIVEL PHONE: (813)977-5203 FAX #: (813)632-2797

NAME: ORION CONSULTING GROUP, INC.
AUDIT NUMBER.....H97000019906
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Orion Consulting Group, Inc.

Article II. Address

The mailing address of the Corporation is:
Orion Consulting Group, Inc.
11551 43rd. St. North
Clearwater FL 34622

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
James W. Freeman, Jr.
28100 U.S. Highway 19 North
Suite 408
Clearwater FL 33761

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
James W. Freeman, Jr.
Jeffrey P. Curtis
Pete Berkowitz

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647
(813) 977-5203

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 3, 1997.

The undersigned incorporator executed these Articles of Incorporation on December 3, 1997.



CORPORATE CREATIONS
Stacy R. Costner Vice President

Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647
(813) 977-5203

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

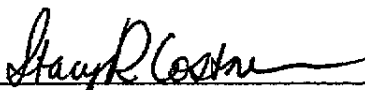
CORPORATION:

Orion Consulting Group, Inc.

REGISTERED AGENT/OFFICE:

**James W. Freeman, Jr.
28100 U.S. Highway 19 North
Suite 408
Clearwater FL 33761**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**JAMES W. FREEMAN, JR.
By Stacy R. Costner, as attorney in fact
Corporate Creations
15210 Amberly Drive • Suite 328
Tampa FL 33647
(813) 977-5203**

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