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December 2, 1997

Joanne Galanida
Certified Legal Assistant

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Sandra Mortham
Secretary of State
Division of Corporations
Tallahassee, FL 32399-0250

Re: Investor Relations Consulting, Inc.

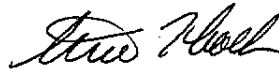
Dear Mrs. Mortham:

Enclosed please find original and one copy of Articles of Incorporation for the above-referenced corporation. The name of this corporation is similar to an existing corporation by the name of Investor Relations Consultants, Inc. Mr. Earle B. Brown who is the registered agent and director for the existing corporation, Investor Relations Consultants, Inc., is forming this new corporation, Investor Relations Consulting, Inc., and would appreciate the Secretary of State's approval of the enclosed Articles.

Also enclosed is a check in the amount of \$122.50 for filing fee and certified copy.

If you have any questions regarding the enclosed, please do not hesitate to call me.

Sincerely,



O. Stephen Thacker

OST/jg

Enclosure

FILED
97 DEC -4 AM 9:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MM
12-9-97

ARTICLES OF INCORPORATION

FILED

OF

97 DEC -4 AM 9:53

INVESTOR RELATIONS CONSULTING, INC.
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is INVESTOR RELATIONS CONSULTING, INC., and the address for the corporation is 2911 State Road 590, Suite 22, Clearwater, FL 33759.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III- PURPOSE

This corporation is organized for the following purposes: the general purpose for which this corporation shall be organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock, having a par value of \$1.00 per share.

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the common stock above designated.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2911 State Road 590, Suite 22, Clearwater, FL 33759, and the name of the Registered Agent at that address is Earle B. Brown.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Earle B. Brown
2911 State Road 590, Suite 22
Clearwater, FL 33759

Steven W. Holub
5002 S. Elberon Street
Tampa, FL 33611

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Earle B. Brown, 2911 State Road 590, Suite 22, Clearwater, FL 33759.

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of November, 1997.

Earle B. Brown
Earle B. Brown

I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of Section 607.325 F.S.

Earle B. Brown
Earle B. Brown
Registered Agent
Date: 11-26-97

FILED
97 DEC -4 AM 9:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared EARLE B. BROWN, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal this 26th day of November, 1997.

Joanne N. Galanida
Joanne N. Galanida
Notary Public

My commission expires: 4/15/2000

