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LAW OFFICES

HORWICH & ZAGER, P. A.

SUITE 202, FIRST UNION BANK BUILDING

1541 SUNSET DRIVE

CORAL GABLES, FLORIDA 33143

RICHARD J. HORWICH
IRA ZAGER

MITCHELL A. HORWICH
FRANCINE HORWICH

TELEPHONE (305) 666-5299

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January 23, 1998

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

IN RE: ELMSLIE CONSULTING, INC.

Gentlemen:

In connection with organizing the new Florida corporation captioned above, we enclose original and executed copy of the Articles of Incorporation, together with our trust account check to you in the sum of \$122.50 to cover the filing and resident agent fees and one certified copy of the Articles. A return airbill is enclosed for return to us.

Please call the undersigned collect if there is any question or problem.

Very truly yours,


FRANCINE HORWICH

FH/tt
Enclosures

FILED
98 JAN 26 PM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7.11/28/98

ARTICLES OF INCORPORATION
OF
ELMSLIE CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under the provisions of Chapter 607 of the Florida Statutes, and all Acts amendatory thereto, hereby adopt(s) the following Articles of Incorporation:

I.

The name of the corporation shall be:

ELMSLIE CONSULTING, INC.

II.

The principal office and mailing address of the corporation shall be:

529 Marmore Avenue, Coral Gables, Florida 33146.

III.

The general nature of the business or businesses to be transacted by this corporation shall be:

(1) To engage in any activity or transact any business permitted under the laws of the United States and of the State of Florida.

(2) To make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, entity or entities, for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing of, either as a principal or agent, upon commission or otherwise, any articles of personal property whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom, or incidental thereto; to act as agent or representative of corporations, firms, entities and individuals.

(3) To buy, sell, deal in, lease, hold, subdivide, improve and develop real property; to establish subdivisions, towns, cities and villages and to dedicate lands for ways, roads, streets, alleys, sidewalks, parkways, parks and other purposes; and to engage in, conduct and carry on any business or undertaking for the improvement of property owned by the corporation or in which it may have an interest; to build, purchase, take, receive, lease or otherwise acquire, own, hold, use, maintain, alter, repair and improve, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of buildings, structures, works, and improvements of all kinds; to plan, establish, furnish, decorate, equip, improve, maintain, lease, sublease, sell, convey, exchange and transfer space, offices, rooms, suites and apartments; and to manufacture, purchase, or otherwise acquire, own, use, install, maintain, repair, operate and deal in and with, and sell, mortgage, pledge, lease or otherwise dispose of fixtures, improvements and furnishings of all kinds.

(4) To undertake and aid any enterprise and carry out any transactions whatsoever that may be lawfully undertaken and carried out in a general financial business and general financial operations of all kinds so far as the same are not prohibited by the laws of the State of Florida against the exercise of banking powers by corporations; to

lend money and to take notes, open accounts, or other similar evidences of debt, and collateral security therefor, and to give credit, lend and advance money to such persons, corporations, partnerships, trust companies, associations and entities as may be deemed advisable by this corporation; upon such terms and securities as may seem expedient to this corporation.

(5) To purchase, hold, sell, assign, transfer, mortgage, sell short, pledge, or otherwise dispose of and encumber the shares of capital stock of, or any bonds, securities or indebtedness of or created by any other corporation or entity of any jurisdiction whatsoever, and while the owner of such security and indebtedness to exercise all the rights, powers and privileges of ownership including without limitation any right to vote; to trade on margin.

(6) To purchase, or otherwise acquire, directly or through ownership of stock in any corporation, or through ownership of any type of interest in any entity, all or part of the business, goodwill, rights, property and assets of all kinds, of any corporation, entity, association, partnership, or individual, and to pay for the same in cash, with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased; and to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the said Florida Statutes and any Acts amendatory thereto, and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

(7) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of this corporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgages, pledge, or otherwise, or unsecured, for money borrowed, or for property purchased or acquired, or for any other lawful objects.

(8) To guarantee the obligations of any other entity or person and to encumber the property of this corporation as security for such guarantee.

(9) To purchase, hold, sell and transfer shares of its own capital stock, subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding, for the purpose of any stockholders' quorum or vote.

(10) To make donations for the public welfare or for charitable, scientific, or educational purposes; to pay pensions and establish various incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries; to be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

(11) To have and to exercise, in addition to any powers enumerated above, all other powers provided by law; and to have and to exercise each and every one of its powers as though it were also a purpose and object of this corporation.

IV.

The corporation shall have perpetual existence.

V.

The maximum number of authorized shares outstanding at any one time shall be:

5,000 shares of the par value of One (\$1.00) Dollar per share.

VI.

The street address of the initial Registered Office of this Corporation is:

529 Marmore Avenue, Coral Gables, Florida 33146,

and the initial Registered Agent of this Corporation at that address is:

Norman A. Elmslie.

VII.

The number of Directors constituting the initial Board of Directors shall be:

One (1).

The number of Directors may be either increased or diminished (but never to less than one) from time to time in the manner provided in the By-Laws.

VIII.

The name and street address of each member of the first Board of Directors of the corporation is as follows:

Norman A. Elmslie
529 Marmore Avenue
Coral Gables, Florida 33146

IX.

No contract or other transaction between this corporation and any other corporation or entity shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a director, officer or fiduciary, or are directors, officers or fiduciaries, of such other corporation or entity.

X.

The names and street addresses of the first Officers of the corporation are as follows:

President: Norman A. Elmslie
529 Marmore Avenue
Coral Gables, Florida 33146

Secretary/Treasurer: Natasha L. Elmslie
529 Marmore Avenue
Coral Gables, Florida 33146

XI.

The name and street address of each Incorporator is as follows:

Norman A. Elmslie
529 Marmore Avenue
Coral Gables, Florida 33146

XII.

Provisions of agreements among shareholders of the corporation, of by-laws adopted by the shareholders, or of any combination thereof, shall be controlling to the full extent that Florida law permits with respect to any corporate matters including, but not limited to, requiring more than a majority of shareholders or directors to be present or to act, the election, removal or replacement of directors or officers, and restrictions on the transfer or encumbrance of shares of the corporation.

XIII.

No present or former officer or director may apply to a court for indemnification by the corporation under Florida Statutes Section 607.0850(9) or any statute of similar import. However, the corporation shall indemnify to the full extent permitted by law any officer or director in office when such indemnity is requested and similarly indemnify any former officer or director.

XIV.

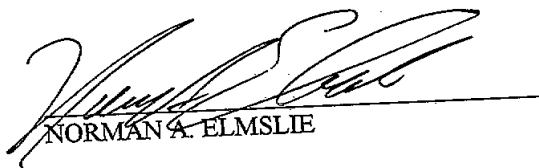
The existence of the corporation shall begin upon the filing of these articles.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23 day of January, 1998.


NORMAN A. ELMSLIE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept the service of process for the above-stated Corporation, at the place stated in the foregoing Articles of Incorporation, I hereby accept such nomination and agree to act in said capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and obligations as registered agent.


NORMAN A. ELMSLIE

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98 JAN 26 PM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA