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ACCOUNT NO. : 072100000032

REFERENCE: 719048

4312129

AUTHORIZATION:

COST LIMIT :

ORDER DATE: February 25, 1998

ORDER TIME : 10:03 AM

200002440302--2

ORDER NO. : 719048-005

CUSTOMER NO: 4312129

CUSTOMER: Richard Murdoch, Esquire

DICKENSON MURDOCH REX & SLOAN,

CHARTERED Suite 410

980 North Federal Highway

Boca Raton, FL 33432

DOMESTIC FILING

VECCIA CONSULTING, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION

_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

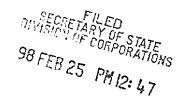
CERTIFIED COPY

___ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

VECCIA CONSULTING, INC.

ARTICLE I.

NAME

The name of the corporation is:

VECCIA CONSULTING, INC.

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

<u>PURPOSE</u>

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 431 N.E. 10th Terrace, Boca Raton, Florida 33431.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 431 N.E. 10th Terrace, Boca Raton, Florida 33431 and the name of the initial registered agent of this Corporation at that address is JOSEPH W. VECCIA.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially.

The number of directors may be increased or decreased from time to time by the By-Laws.

The name and address of the initial director is:

Joseph W. Veccia 431 N.E. 10th Terrace Boca Raton, Florida 33431

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Joseph W. Veccia 431 N.E. 10th Terrace Boca Raton, Florida 33431

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of FEBRUARY, 1998

OSEPH W. VECCIA

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this day of FEBRUARY, 1998, by JOSEPH W. VECCIA. He spersonally known to me, or produced as identification.

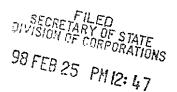
NOTARY PLIRI IC State of Florida

[SEAL]

Printed Name of Notary/Serial Number
My Commission Expires:

OFFICIAL NOTARY SEAL HAZEL A GIANATIEMPO COMMISSION NUMBER CC578705
MY COMMISSION EXPIRES AUG. 21,2000

ACCEPTANCE OF REGISTERED AGENT



The undersigned being named as Registered Agent to accept service of process of VECCIA CONSULTING, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date:

24th

day of FEBRUARY, 1998

OSEPH W. VECCIA

S:\CL\VECCIA\VecciaConsulting\Articles.frm 2/2/98