1000190a3 THE UNITED STATES CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE: 724046

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COST LIMIT :

ORDER DATE: February 27, 1998

ORDER TIME: 8:36 AM

ORDER NO. : 724046-005

CUSTOMER NO:

90714A

CUSTOMER:

Jonathan Alper, Esq

JONATHAN B. ALPER, P.A.

274 Kipling Court

500002443535--1

Heathrow, FL 32746

DOMESTIC FILING

NAME:

ENTERPRISE MANAGEMENT

CONSULTANTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

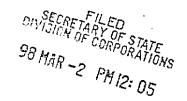
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION OF



ENTERPRISE MANAGEMENT CONSULTANTS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is **ENTERPRISE MANAGEMENT CONSULTANTS, INC.** The principal place of business of this corporation shall be 13719
Waterhouse Way, Orlando, Florida 32828.

ARTICLE II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, State of Florida, or any other state, or country.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 8,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The name of the initial registered agent of the corporation at that address is Guy Lane Arbuthnot III, and the street address of the initial registered office shall be 13719 Waterhouse Way, Orlando, Florida 32828.

ARTICLE V

The corporation is to exist perpetually.

ARTICLE VI

This corporation shall have one directors, initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one. The name and address of the director of this corporation are: Guy L. Arbuthnot III, 13719 Waterhouse Way, Orlando, Florida 32828.

ARTICLE VII

The name and street address of the subscriber of these Articles of Incorporation is Guy L. Arbuthnot III, 13719 Waterhouse Way, Orlando, Florida 32828.

ARTICLE VIII

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 pro rata share thereof at the price at which it is offered to others.

ARTICLE IX

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

ARTICLE X

The Bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

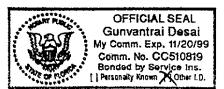
STATE OF FLORIDA)
COUNTY OF _____ Seminol()

Before me, the undersigned authority, personally appeared GUY L. ARBUTHNOT III, who is personally known to me or who produced identification of <u>Florida</u>

Drivey UC and who executed the foregoing Articles of Incorporation and acknowledged

before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and seal on this the _______ day of Feb______, 1998.



print hame: Notary Public

My commission expires //-20-99

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provision of law relative to the performance of my duties.

GUÝ L. ARBUTHNOT III

Registered Agent

DIVISION OF CORPORATIONS