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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 729885 86723A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 5, 1998

ORDER TIME : 11:20 AM

ORDER NO. : 729885-005

CUSTOMER NO: 86723A

CUSTOMER: D. William Foster, Esq
FOSTER & FOSTER

555 Fourth Street North .

Saint Petersburg, FL 33701

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****122.50 ****122.50

DOMESTIC FILING

NAME: ARC BUSINESS CONSULTING
GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

98 MAR -5 PM 1:16
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 PM 12:10
RECEIVED
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
ARC BUSINESS CONSULTING GROUP, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 PM 1:16

The undersigned hereby adopts these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, provisions and immunities of a corporation for profit.

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ARTICLE II - NAME

The name of the corporation shall be:

ARC BUSINESS CONSULTING GROUP, INC.

ARTICLE III - DURATION

The corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes: To design, develop, market and sell new computer software systems, and to maintain existing computer systems; to purchase, or lease, or otherwise acquire any interest in real and personal property of every kind, or character; to enter

ARC BUSINESS CONSULTING GROUP, INC.

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into, make, perform, and carry out contracts of every kind, for any lawful purpose; to sell, or lease, or mortgage, or otherwise dispose of any real or personal property it owns, or any interest therein; and in general, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, and to engage in and transact any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida, except that it shall not conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE V - CAPITAL STOCK

The total number of shares authorized to be issued shall be 1,000 shares of common stock with a par value of \$1.00 per share, all of one class, participating voting stock. The consideration for said stock shall be paid for in lawful money of the United States of America, or in property, services, or labor rendered at a just valuation thereof, such valuation to be fixed by the stockholders. All such shares so issued, when the consideration therefore has been paid or delivered, shall be fully paid stock, and it shall not be liable for any further calls or assessments thereon.

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office and mailing address for the Corporation shall be 4031 Portsmouth Road, Largo, Florida 33771.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 555 Fourth Street North, St. Petersburg, Florida 33701, and the name of the initial registered agent of the corporation at that address is DAVID W. FOSTER.

ARTICLE VIII - INCORPORATORS AND INITIAL STOCKHOLDERS

The name and address of the incorporator and initial stockholder of this corporation is:

WILLIAM A. BARRETT
4031 Portsmouth Road
Largo, Florida 33771

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ARTICLE IX - INITIAL BOARD OF DIRECTORS

These Articles of Incorporation may be amended by the stockholders in the manner provided by law.

ARC BUSINESS CONSULTING GROUP, INC.

Articles of Incorporation

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of March, 1998.

William Barrett (SEAL)
WILLIAM A. BARRETT, INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation beginning this 4th day of March, 1998.

David W. Foster (SEAL)
DAVID W. FOSTER, REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared **WILLIAM A. BARRETT**, who is personally known to me and known to me to be the person described in and who executed the foregoing **ARTICLES OF INCORPORATION**, as the **Incorporator**, and **DAVID W. FOSTER**, as the **Registered Agent** of said corporation, who after being by me first duly sworn depose and says that the statements contained in said instrument are true and they acknowledged that **they** executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of March, 1998.

Notary Public: (Signature)
Name: (Print)
My Notary Stamp or Seal:
My Commission Expires:
My Commission Number:

Lynda A. Ruda

