

TRANSMITTAL LETTER

B. BROCK MAR 25 1998

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I CORPORATE NAME

The name of the Corporation is: MANAGEMENT CONSULTANT SYSTEMS,

ARTICLE II PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act and Law of the State of Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the State of Florida Corporations Code.

ARTICLE III PRINCIPAL OFFICE

The principal office and place of business and mailing street address of the Corporation's initial registered office in the State of Florida is: 255 ALGIERS AVENUE, LAUDERDALE BY THE SEA, FLORIDA 33308-4434; and the name of its initial registered agent at such address is SUZANNE FARESE.

ARTICLE IV AUTHORIZED CAPITAL STOCK

The total number of shares of which the Corporation shall have the authority to issue are One Thousand (1000) shares of common stock, and the par value of each share shall be ONE DOLLAR (\$1.00).

FILED
98 MAR 23 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V
PROVISIONS**

The provisions for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

**ARTICLE VI
DURATION**

The duration of the Corporation shall be perpetual or until dissolved by operation of law.

**ARTICLE VII
BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is One. The name and address of each person who is to serve as members of the initial Board of Directors of the Corporation are as follows: Suzanne Farese, 255 Algiers Avenue, Lauderdale By The Sea, Florida 33308.

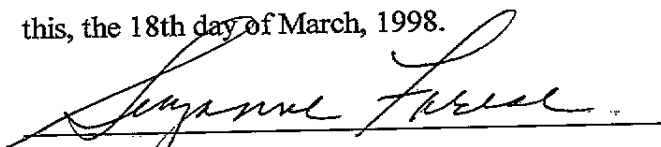
**ARTICLE VIII
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is: Suzanne Farese, 255 Algiers Avenue, Lauderdale By The Sea, Florida 33308.

**ARTICLE IX
INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporator is (are): Suzanne Farese, 255 Algiers Avenue, Lauderdale By The Sea, Florida 33308.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation on this, the 18th day of March, 1998.



SUZANNE FARESE, Incorporator

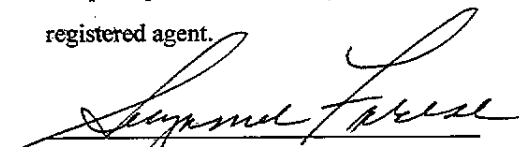
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:
MANAGEMENT CONSULTANT SYSTEMS.

2. The name and address of the registered agent and office is:
Suzanne Farese,
255 Algiers Avenue
Lauderdale By the Sea, Florida 33308

Having been named as registered agent and to accept service of process for the above stated corporation at
the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act
in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and
complete performance of my duties, and I am familiar with and accept the obligations of my position as
registered agent.


Signature

3-18-98
Date

FILED
98 MAR 23 AM 8:10
CLERK OF STATE
TALLAHASSEE, FLORIDA