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Wm. Robert Dickey
Attorney at Law
Suite 228 Seminole Office Center
8050 Seminole Mall
P. O. Box 3928
Seminole, Florida 33775-3928

813-398-7310

FAX 813-398-7410

March 23, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

800002467768--6
-03/25/98--01034--005
*****70.00 *****70.00

Re: Source One Consulting, Inc.

Gentlemen:

On behalf of the incorporator of the above named corporation,
I am enclosing the following items:

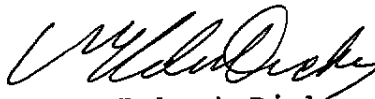
1. Articles of Incorporation
2. My check in the amount of \$70.00 payable to the
Florida Department of State representing the filing fee of \$70.00
for such Articles

Please return the letter acknowledging incorporation to this
office.

If there are any questions or problems with this filing,
please call the undersigned collect in an effort to resolve the
matter.

Thank you for your cooperation.

Very truly yours,


Wm. Robert Dickey

WRD/dh
cc: Kevin B. Qualset

FILED
98 MAR 25 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 26 1998

ARTICLES OF INCORPORATION
OF
SOURCE ONE CONSULTING, INC.

ARTICLE I. NAME

The name of this corporation is SOURCE ONE CONSULTING, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To engage in information technology consulting and related activities; to employ persons to conduct such activities; to acquire and maintain assets and services needed for or helpful to conduct of such activities; and to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of a single class of common stock with a par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12120 Malvern Ct., Largo, FL 33774, and the name of the initial registered agent of this corporation at that address is KEVIN B. QUALSET.

ARTICLE VI. CORPORATE PRINCIPAL OFFICE AND ADDRESS

The initial principal office of this corporation and its mailing address is:

12120 Malvern Ct.
Largo, FL 33774

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time as provided for in the bylaws, but shall never be less than one (1).

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TALLAHASSEE, FLORIDA

ARTICLE VIII. INCORPORATOR


The name and address of the incorporator signing these articles are:

Name	Address
KEVIN B. QUALSET	12120 Malvern Ct. Largo, FL 33774

ARTICLE IX. AMENDMENT

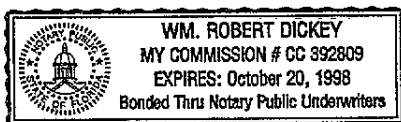
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them. Any right conferred upon the shareholders is subject to this reservation. Any such amendment or repeal shall be done in the manner provided by law.


IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on March 23, 1998.


KEVIN B. QUALSET
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)SS

The foregoing Articles of Incorporation of SOURCE ONE CONSULTING, INC. were acknowledged before me this 23rd day of March, 1998, by Kevin B. Qualset, the incorporator, who is personally known to me, or X produced a Florida drivers license as identification.





(Affix Seal)
WM. ROBERT DICKEY
Notary Public
State of Florida
My commission expires: 10-20-98

ACCEPTANCE BY REGISTERED AGENT

The undersigned, named above as the initial registered agent of this corporation, is familiar with and does accept the obligations of the position of registered agent of this corporation.

Dated: March 23, 1998


KEVIN B. QUALSET

These Articles Drafted By:
Wm. Robert Dickey, Attorney
Seminole Office Center, Suite 228
8050 Seminole Mall
Seminole, FL 33772

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE