

Therrien Consulting Resources, Inc.

P980000036483

6 April, 1998
Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

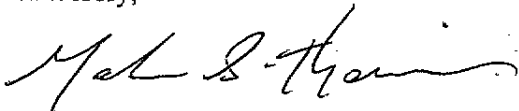
Re: Enclosed documents for the incorporation of: **Therrien Consulting Resources, Inc.**

Enclosed is an original and one (1) copy of the articles of incorporation and bylaws for the aboved named proposed corporation and a check for \$70.00.

From: **Mark S. Therrien**
1071 Galgano Ave.
Deltona, Florida 32725
(407) 574-7998

100002484951--4
-04/10/98--01057--011
*****70.00 *****70.00

Sincerely,



Mark S. Therrien,
President

FILED
98 APR 22 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1071 Galgano Avenue, Deltona, Florida, 32725

Handwritten: P980000036483

Handwritten: 4/22/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 13, 1998

MARK S. THERRIEN
1071 GALGANO AVENUE
DELTONA, FL 32725

SUBJECT: THERRIEN CONSULTING RESOURCES, INC.
Ref. Number: W98000008158

We have received your document for THERRIEN CONSULTING RESOURCES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 298A00019519

Therrien Consulting Resources, Inc.

Articles of Incorporation

This is to certify:

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Hereby adopts the following Articles of Incorporation.

FILED
98 APR 22 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I Name

That the name of the Corporation (which is hereafter called the "Corporation") shall be:
 "Therrien Consulting Resources, Inc."

Article II Principal Office

That the principal place of business and mailing address of this Corporation shall be:
 1071 Galgano Avenue, Deltona, Florida, 32725.

Article III Shares

That the number of shares of stock that this corporation is authorized to have outstanding at any one time is **10,000** with no par value, all of one class. The holders of shares of stock shall be entitled to one (1) vote per share in all proceedings in which action shall be taken by the stockholders of the Corporation.

Article IV Initial Registered Agent and Street Address

That the name and address of the initial registered agent shall be **Pamela K. Therrien, 1071 Galgano Avenue, Deltona, Florida, 32725**. Said resident agent is a citizen in Florida and actually resides therein.

Article V Incorporator

That the names and addresses of the incorporator to these Articles of Incorporation is **Pamela K. Therrien, 1071 Galgano Avenue, Deltona, Florida, 32725**.

Article VI Directors

That the number of directors of the corporation shall be one (1), which number may be increased pursuant to the by-laws of the Corporation, but shall never be less than three (3), provided that:

1. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

1071 Galgano Avenue, Deltona, Florida, 32725

Therrien Consulting Resources, Inc.

2. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Director(s) who shall act until the first annual meeting or until their successors are duly chosen and qualified is/are:

Pamela K. Therrien, Mark S. Therrien

Article VII Powers

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and of the Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.
2. The Board of Directors shall have the power, subject to any limitations or restrictions herein set forth or imposed by law, to classify and reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and price or redemption of and the conversion rights of such shares.
3. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.
4. No stockholders of the Corporation, of whatever class, shall have preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any such shares or securities thereof other than such, if any, as the Board of Directors in its discretion may determine, and as such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the stockholders may, as said Board of Directors shall determine, be offered to the holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes of stock at the time existing.

Therrien Consulting Resources, Inc.

5. The Board of Directors shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to stockholders of another class or classes.
6. The Board of Directors shall have power from time to time to: fix, determine and vary the amount of working capital of the corporation; determine whether, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter; and direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion may use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.
7. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; and Directors individual, or of any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in, in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote, provided that the Board of Directors authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested Directors even if the disinterested Directors constitute less than a quorum.

Therrien Consulting Resources, Inc.

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1071 Galgano Avenue, Deltona, Florida, 32725

Therrien Consulting Resources, Inc.

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1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.
2. The Board of Directors shall have the power, subject to any limitations or restrictions herein set forth or imposed by law, to classify and reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and price or redemption of and the conversion rights of such shares.
3. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.
4. No stockholders of the Corporation, of whatever class, shall have preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any such shares or securities thereof other than such, if any, as the Board of Directors in its discretion may determine, and as such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the stockholders may, as said Board of Directors shall determine, be offered to the holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes of stock at the time existing.

Therrien Consulting Resources, Inc.

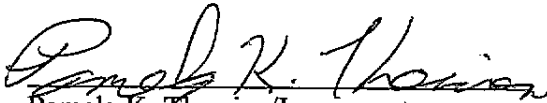
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6. The Board of Directors shall have power from time to time to: fix, determine and vary the amount of working capital of the corporation; determine whether, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter; and direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion may use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.
7. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; and Directors individual, or of any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in, in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote, provided that the Board of Directors authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested Directors even if the disinterested Directors constitute less than a quorum.

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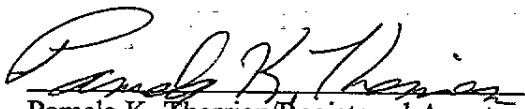
Article VIII Duration

The duration of the Corporation shall be perpetual.

The undersigned incorporator has executed these Articles of Incorporation this Sixth day of April, 1998.


Pamela K. Therrien/Incorporator

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


Pamela K. Therrien/Registered Agent


Date

Therrien Consulting Resources, Inc.

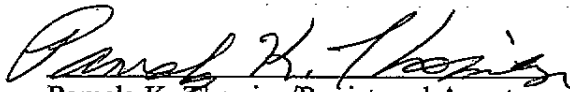
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Pamela K. Therrien/Registered Agent


Date

FILED
98 APR 22 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA