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OFFICES OF
RICHARD M. KNELLINGER P.A.

305 BARNETT BANK BUILDING

2815 NORTHWEST THIRTEENTH STREET

GAINESVILLE, FLORIDA 32609-2889

May 19, 1998

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***122.50 ***122.50

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: DELPHI PERFORMANCE CONSULTING, INC.

Dear Sir or Madam:

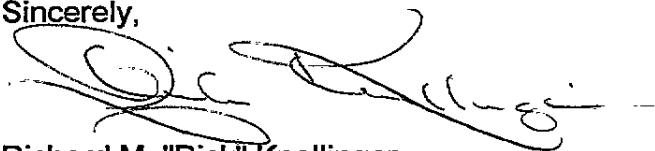
Enclosed are the following in connection with the above-referenced corporation:

1. Original executed Articles of Incorporation; and
2. Our check in the amount of \$122.50.

Please return the Certificate and a copy of the Articles to this office after filing.

Thank you for your consideration in this matter.

Sincerely,



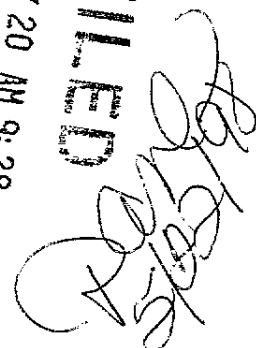
Richard M. "Rick" Knellinger

RMK:sj

Enclosures 2

cc: Stephen and Karen Rice

98 MAY 20 AM 9:28
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION
OF
DELPHI PERFORMANCE CONSULTING, INC.

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TALLAHASSEE FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE I

The name of the Corporation is **DELPHI PERFORMANCE CONSULTING, INC.**

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is seven thousand five hundred (7,500). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the corporation is: 3837 S.W. 93rd Terrace, Gainesville, Florida 32608; and the name of its initial registered agent at such address is: **STEPHEN K. RICE.**

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is two (2).

The names and addresses of the persons who are to serve as members of the initial board of directors are: STEPHEN K. RICE and KAREN COLLINS RICE.

ARTICLE VII

The names and addresses of the incorporators are:

STEPHEN K. RICE
3837 S.W. 93rd Terrace
Gainesville, Florida 32608

KAREN COLLINS RICE
3837 S.W. 93rd Terrace
Gainesville, Florida 32608

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The address of the principal place of business is:

3837 S.W. 93rd Terrace
Gainesville, Florida 32608

Executed by the undersigned at Gainesville, Florida this 19th day of June, 1998.


STEPHEN K. RICE


KAREN COLLINS RICE

ACCEPTANCE AS REGISTERED AGENT

I, STEPHEN K. RICE, the undersigned, do hereby accept designation as Registered Agent for the above-named corporation.


STEPHEN K. RICE