

RIVES & RIVES
ATTORNEYS AT LAW

HOWARD P. RIVES, III

1265 SOUTH MYRTLE AVENUE
CLEARWATER, FLORIDA 33756
TELEPHONE: (813) 441-2456
FAX: (813) 442-6844

MARIE T. RIVES

P98000050830
June 3, 1998

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

600002547926--6
-06/04/98--01075--006
***122.50 ***122.50

RE: The Boston Consulting Group, Inc.

Gentleperson(s):

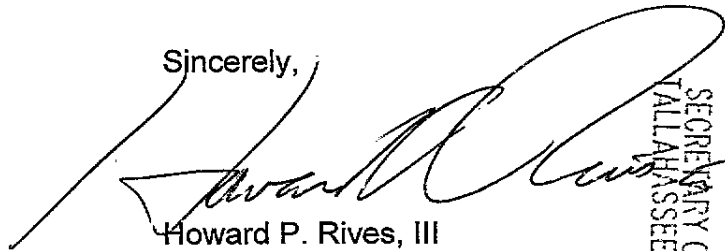
Enclosed herewith please find an original plus one copy of the Articles of Incorporation for the above referenced corporation. Please file same and provide Charter number together with a certified copy of the Articles of Incorporation in the enclosed return stamped envelope.

Additionally, please send to this office, via facsimile to (813) 442-6844, a copy of the filed Articles of Incorporation. Also enclosed is our attorney's check in the amount of \$122.50, which includes the cost of a certified copy.

If there are any questions, please do not hesitate to contact this office.

Thank you for your prompt attention to this matter.

Sincerely,



Howard P. Rives, III

HPR/mcar/encs.

C:\FILES\CORPORATE\CORP LETTERS\SECY-STATE(FILE ART INC)

sent via FedEx: 4544751573

98 JUN -4 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

M 6/8/98

**Articles of Incorporation
of
The Boston Consulting Group, Inc.**

FILED
98 JUN -4 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID F. BOSTON, the undersigned, hereby makes the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under and by virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be The Boston Consulting Group, Inc., and its business shall be carried on in the State of Florida and such other states and countries as may be agreed upon, and its principal place of business shall be 2505 Bay Boulevard, #4, Indian Rocks Beach, Florida 33785, or such other place as from time to time is designated.

ARTICLE II - PURPOSE

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares that may be issued by the corporation is 7,500 shares of common stock, which a par value of \$1.00 PER SHARE, which stock may be issued in fractional shares and may be in whole or in part canceled and reissued at any time in compliance with the By-Laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

ARTICLE IV - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE V - OFFICES AND DIRECTORS

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than one member, as may be by the corporation provided, who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-Laws or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The names and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

David F. Boston, President and Sole Director
2505 Bay Boulevard, #4
Indian Rocks Beach, Florida 33785

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles is

David F. Boston
2505 Bay Boulevard, #4
Indian Rocks Beach, Florida 33785

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE VII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

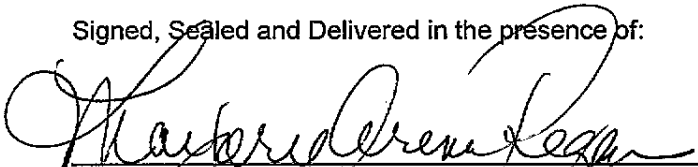
ARTICLE X - INITIAL REGISTERED AGENT

The initial registered agent of the corporation and his address shall be as follows:


David F. Boston
2505 Bay Boulevard, #4
Indian Rocks Beach, Florida 33785

In ~~Witness Whereof~~ **Witness Whereof**, David F. Boston has hereunto subscribed his hand and seal to these Articles of Incorporation this 3rd day of June, A.D., 1998.

Signed, Sealed and Delivered in the presence of:


Marjorie Arena-Regan Witness

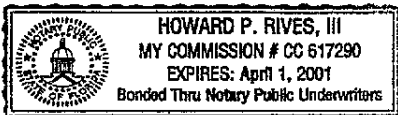
 (Seal)
DAVID F. BOSTON

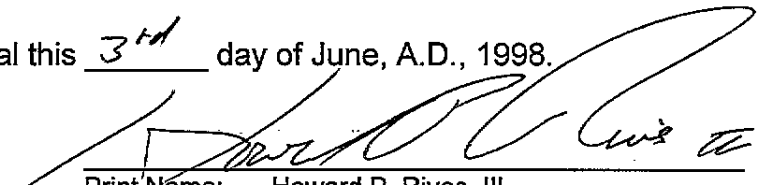

Howard P. Rives, III Witness

STATE OF FLORIDA : COUNTY OF PINELLAS } ss.:

I **HEREBY CERTIFY** that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, DAVID F. BOSTON, who is either personally known to me or who produced identification, executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same of the purposes therein expressed.

WITNESS my hand and official seal this 3rd day of June, A.D., 1998.




Print Name: Howard P. Rives, III
Notary Public, State of Florida
Personally known: Produced Identification:
Type of Identification Produced: _____

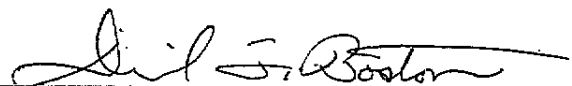
**CERTIFICATE DESIGNATING PLACE OF RESIDENCE
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that The Boston Consulting Group, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named David F. Boston, located at City of 2505 Bay Boulevard, #4, Indian Rocks Beach, Florida 33785, County of Pinellas, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



DAVID F. BOSTON

FILED
98 JUN -4 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA