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JAMES H. MURRAY, JR.
OF COUNSEL

P98000058278

June 26, 1998

FEDERAL EXPRESS

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

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-06/29/98-01066-014
***122.50 ***122.50

RE: ARTICLES OF INCORPORATION
EXPERT RESOURCES INCORPORATED

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for EXPERT RESOURCES INCORPORATED and our firm's check in the amount of \$122.50 for filing fees.

Kindly file the Articles of Incorporation and return a copy of same to the undersigned in the enclosed, self-addressed pre-paid Federal Express envelope.

Thanking you for your prompt attention to this matter, I remain,

Very truly yours,

Joseph P. Mullen
Cindy J. Kindig
Secretary to
Joseph P. Mullen

98 JUN 29 PM 2: 18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

/cjk

Enc.

corp/secstate.

JUN 30 1998
[Signature]

**ARTICLES OF INCORPORATION
OF
EXPERT RESOURCES INCORPORATED**

FILED
98 JUN 29 PM 2:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is EXPERT RESOURCES INCORPORATED with its principal office and address being located at 1031 S.W. 15th Street, Boca Raton, Florida 33486.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business specifically for the purpose of consulting and design.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale by the corporation of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1031 S.W. 15th Street, Boca Raton, Florida 33486 and the name of the initial registered agent of this corporation at that address is Timothy McLean.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director. The number of Directors may be increased and, thereafter, may be further increased or decreased from time to time in accordance with the By-

laws of the Corporation. The Corporation shall never have less than one (1) Director. The name and address of the initial President/Treasurer/Director is: Katherine McLean, 1031 S.W. 15th Street, Boca Raton, Florida 33486.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Joseph P. Mullen, Mullen & Bizzarro, P.A., 2929 East Commercial Boulevard, PH-C, Fort Lauderdale, Florida 33308.

ARTICLE IX - INDEMNIFICATION


The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: June 26, 1998.



JOSEPH P. MULLEN
INCORPORATOR

STATE OF FLORIDA
COUNTY OF BROWARD

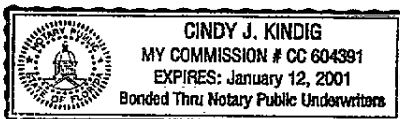
The foregoing instrument was acknowledged before me this 26th day of June, 1998, by JOSEPH P. MULLEN, who is personally known to me who did not take an oath.



Notary Public

Print Name: CINDY J. KINDIG

My Commission Expires:



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091(1), Florida Statutes (1991), the following is submitted:

That, EXPERT RESOURCES INCORPORATED, desiring to organize or qualify under the laws of the State of Florida, has named Timothy McLean, as its agent to accept service of process within the State of Florida.

Dated: June 26, 1998.




JOSEPH P. MULLEN
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

Dated: June 26, 1998.



TIMOTHY McLEAN
Registered Agent

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98 JUN 29 PM 2:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA