



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 887257 7159107

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 122.50

ORDER DATE : July 10, 1998

ORDER TIME : 1:46 PM

ORDER NO. : 887257-005

CUSTOMER NO: 7159107

CUSTOMER: Ms. Jeannette Meza
JEANNETTE MEZA

1600 Sw 62 Avenue

Miami, FL 33126

800002587238--5

DOMESTIC FILING

NAME: DOMINION PROFESSIONAL
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 PM 3:03

98 JUL 13 PM 2:53
DIVISION OF CORPORATIONS
[Signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 PM 3:03

ARTICLES
OF
INCORPORATION

DOMINON PROFESSIONAL SERVICES, INC.

I, the undersigned, hereby make, subscribe and acknowledge the Certificate for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

Dominion Professional Services, Inc.

The address of the principal office of this corporation shall be 1600 SW 62nd Avenue, Miami, Florida 33155, and the mailing address shall be the same.

ARTICLE II - NATURE OF THE BUSINESS

This corporation shall engage in or transact in any or all lawful transactions or business permitted under the law of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 per value per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

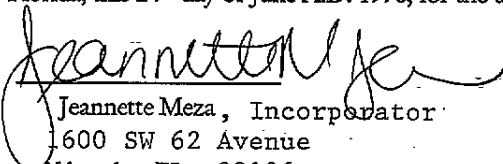
ARTICLE V - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial one Director and Executive Officer is as follows:

Jeannette Meza, Director, President, Treasurer, 1600 SW 62nd Avenue, Florida, Miami.

Said Director and Executive Officer of the corporation shall hold office for the first year of the corporation, or until its successor is elected or appointed.

IN WITNESS WHEREOF, the undersigned subscribes to this Certificate of Incorporation at Miami, Florida, this 24th day of June A.D. 1998, for the use and purpose aforesigned.


Jeannette Meza, Incorporator
1600 SW 62 Avenue
Miami, FL 33126

STATE OF FLORIDA

SS

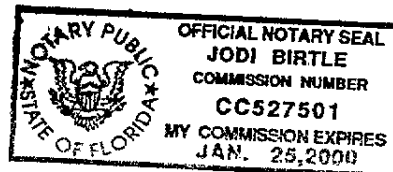
COUNTY OF DADE

BEFORE ME, the undersigned authority, in and for said County and State, personally appeared Jeannette Meza subscriber and person described in and who executed the foregoing Certificate of Incorporation, who acknowledged before me that she did subscribe thereto, and did so for the use and purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 24th day of June A.D. 1998.


Notary Public, State of Florida

My commission expires: Jan. 25, 2000



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Dominion Professional
Services, Inc.

2. The name and address of the registered agent and office is:

Jeannette Meza
(NAME)

1600 S.W. 62 Avenue
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami, FL 33155
(CITY/STATE/ZIP)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 PM 3:03

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.

Jeannette Meza
(SIGNATURE)

7-8-98
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314