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LAW OFFICE OF

JO CLAIRE SPEAR, P.A.

877 EXECUTIVE CENTER DRIVE W., SUITE 303

ST. PETERSBURG, FLORIDA 33702

PHONE (813) 578-0454 • FAX (813) 579-1202

July 15, 1998

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*****70.00 *****70.00

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

Re: Filing Articles of Incorporation for--
Management Solutions & Resource Development, Inc.

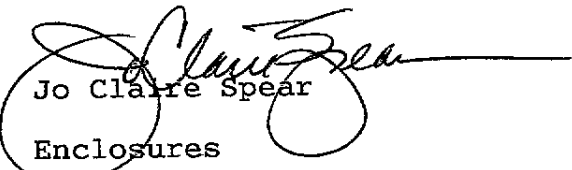
Dear Clerk:

Enclosed are the original and one (1) copy of the executed Articles of Incorporation for the above-referenced corporation. Please endorse your approval of the Articles on the duplicate copy provided and return same to me in the enclosed postage-paid envelopes.

A check in the amount \$70.00 is enclosed to cover the filing fees of \$35.00 and the Registered Agent fee of \$35.00.

If you find any problems with the enclosed document, or require additional information, please contact the undersigned by telephone rather than returning any documents. Thank you for your assistance.

Sincerely,


Jo Claire Spear

Enclosures

FILED
98 JUL 16 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUL 20 1998

ARTICLES OF INCORPORATION
OF
MANAGEMENT SOLUTIONS & RESOURCE DEVELOPMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME AND INITIAL PRINCIPAL OFFICE

The name of this Corporation is Management Solutions & Resource Development, Inc. The address of the Corporation is 1120 Beach Drive N.E., St. Petersburg, Florida 33701.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers herein named or for the enhancement of the value of any property of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of common voting stock with a par value of \$.01 per share.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation is Mandy Peterson and the street address of the initial registered office of the Corporation is 1120 Beach Drive N.E., St. Petersburg, Florida 33701.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1) nor more than five (5). The name and address of the initial member of the Board of Directors of this Corporation is:

Mandy Peterson	1120 Beach Drive N.E. St. Petersburg, Florida 33701
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ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE IX

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles:

Mandy Peterson
1120 Beach Drive N.E.
St. Petersburg, Florida 33701

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98 JUL 16 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation.

Dated: 7/15/98


MANDY PETERSON


ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MADELEINE KING PETERSON, also known as MANDY PETERSON, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of July, 1998.


JO CLAIRE SPEAR, NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Serial No.: CC411773
My commission expires: 10/5/98

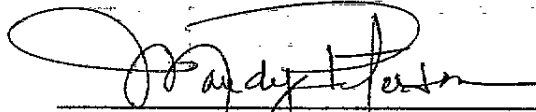
(Notary Seal)



JO CLAIRE SPEAR
My Commission CC411773
Expires Oct. 05, 1998
Bonded by HAI
800-422-1555

CERTIFICATE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, 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.



REGISTERED AGENT

Date: _____

7/15/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA