

LAW OFFICE OF
CLARK & KORTENHAUS, P.A.

Blair W. Clark
Daniel J. Kortenhaus

300 31st Street North, #101
Post Office Box 13175
St. Petersburg, FL 33733-3175
Tel: (813) 327-0098
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P 98 0000 July 1998 638 79

DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32399

EFFECTIVE DATE
7-17-98

FILED
98 JUL 13 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **Consultants Resource Group, Inc.**

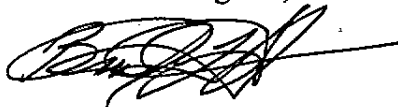
Dear Messrs.:

Enclosed please find two originals of Articles of Incorporation for the above referenced corporation. Please file an original and return a date stamped original in the express envelope provided. Also enclosed is one check in the amount of \$70 for the filing fee and the designation of registered agent. As you will be returning a date stamped original, I am not enclosing \$52.50 for a certified copy.

Thank you for your attention in this matter.

300002586703--4
-07/13/98-01085--008
*****70.00 *****70.00

With best regards,



Bryon T. LoPreste

BL
Enclosures
(c:\wp60\form\corporat\corpfile.let)

628-15924
625

F. CHESSEY JUL 21 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1998

BRYON T LOPRESTE
P O BOX 13175
ST PETERSBURG, FL 33733-3175

SUBJECT: CONSULTANTS RESOURCE GROUP, INC.
Ref. Number: W98000015924

FILED
98 JUL 13 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CONSULTANTS RESOURCE GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 498A00037421

ARTICLES OF INCORPORATION

OF

CONSULTANTS RESOURCE GROUP, INC.

EFFECTIVE DATE
7-17-98

FILED
98 JUL 13 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is Consultants Resource Group, Inc.

ARTICLE II
DURATION

This Corporation shall exist perpetually, commencing as of JULY 17, 1998 ~~June 29, 1998~~.

ARTICLE III
PURPOSE

This Corporation is organized for the purposes of engaging in any and all lawful business as may be conducted within the State of Florida.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE

The initial registered agent of the corporation is Edward Hicks and the street address of the registered agent of this Corporation is 7520 W. Waters Ave., Suite 16, Tampa, Florida 33615. The street address of the office of the Corporation is the same.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to

comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 17 day of July, 1998.


Edward Hicks, Registered Agent

ARTICLE VI INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one nor greater than five. The names and addresses of the initial directors of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Edward Hicks	7520 W. Waters Avenue, #16 Tampa, FL 33615
Lynne Hicks	7520 W. Waters Avenue, #16 Tampa, FL 33615

ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

<u>Name</u>	<u>Address</u>
Blair W. Clark	300 - 31st Street North, Suite 101 St. Petersburg, FL 33713

ARTICLE VIII CUMULATIVE VOTING

There shall be no cumulative voting rights for shareholders of the Corporation.

ARTICLE IX PREEMPTIVE RIGHTS

There shall be no preemptive rights for shareholders of the Corporation.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI
BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE XII
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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30 day of June, 1998.


Blair W. Clark, Incorporator

(c:\wp60\corp\consresc.art)
6/98 bl

FILED
98 JUL 13 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA