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CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: RESOURCE MANAGEMENT SOLUTIONS, INC.
AUDIT NUMBER......H98000014471
DOC TYPE..........FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 5, 1998

EMPIRE

SUBJECT: RESOURCE MANAGEMENT SOLUTIONS, INC.
REF: W98000017741

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 6 states there will be 2 director(s), whereas 1 is/are listed.

621PLEASE LIST THE DAY OF THE EXECUTION BY THE INCORPORATOR.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

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ARTICLES OF INCORPORATION
OF
RESOURCE MANAGEMENT SOLUTIONS, INC.

ARTICLE I - NAME

The name of this Corporation is
Resource Management Solutions, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the transaction of any and all lawful purpose.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue five hundred shares of $1.00 par value, which said shares shall be designated as "Common Shares"

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office of the Corporation is

660 Parkview Dr. So. #209
Hallandale, Florida 33009

The name of the initial Registered Agent of this Corporation is Eunice B. Austin

Michael K. Fish, CPA, P.A.
7700 N. Kendall Drive, Suite 501
Miami, FL 33156
(305) 279-8484

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial director. The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Eunice B. Austin
600 Parkview Dr. So. #209
Hallandale, FL 33009

ARTICLE VII - INCORPORATOR

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

Eunice B. Austin
600 Parkview Dr. So. #209
Hallandale, FL 33009

ARTICLE VIII

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

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ARTICLE X - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of July, 1998.

Eunice B. Austin

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any amendments thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand this 31st day of July, 1998.

Eunice B. Austin
Registered Agent

H98000014471