



ECS HOLDINGS, INC.
 1001 Ives Dairy Road, Suite 206
 North Miami Beach, FL 33179
 (305) 944-9990 / (305) 947-9990 fax
 1-800-222-2443

P980000 71828

VIA OVERNIGHT MAIL

August 11, 1998

FLORIDA DEPARTMENT OF STATE
 Division of Corporations
 409 East Gaines Street
 Tallahassee, FL 32399

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 -08/14/98--01001-016
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~~Att: Ag...~~
~~D...~~

Enclosed is an original and one copy of the Articles of Incorporation for the following:

ECS of Missouri, Inc.
ECS of Mississippi, Inc.

Please record and return one copy to my attention in the enclosed envelope. In addition I have enclosed a check in the amount of \$245.00 for the recording of each of the corporations.

If anything further is needed, please do not hesitate to contact me at (305) 944-9990.

Sincerely,

Susan Greco
 Office Manager

Enclosure

APPROVED
 AND
 FILED
 98 AUG 14 AM 9:32
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

B. BROCK AUG 18 1998

ARTICLES OF INCORPORATION

OF

ECS of Mississippi, Inc.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the as a Florida Corporation.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

ECS of Mississippi, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation is 1001 Ives Dairy Road, Suite 206, North Miami Beach, Florida 33180.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 7,500 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 1001 Ives Dairy Road, Suite 206, North Miami Beach, Florida 33180 and the initial registered agent of this Corporation at that address shall be Jeffrey P. Schillinger.

98 AUG 14 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE V

INCORPORATOR

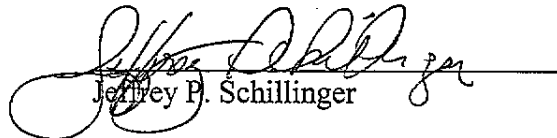
The name and street address of the person signing these Articles of Incorporation is:

Jeffrey P. Schillinger
Suite 504
1001 Ives Dairy Road, Suite 206
North Miami Beach, FL 33180

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this
_____ day of _____, 1997.


Jeffrey P. Schillinger

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Jeffrey P. Schillinger

APPROVED
AND
FILED

98 AUG 14 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA