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ACCOUNT NO. : 072100000032

REFERENCE : 908558 4324340

AUTHORIZATION : Patricia Pyjunt

COST LIMIT : \$ 70.00

ORDER DATE : July 29, 1998

ORDER TIME : 9:31 AM

ORDER NO. : 908558-015

CUSTOMER NO: 4324340

700002619637-5

CUSTOMER: Erin Kane, Legal Asst
FINN DIXON & HERLING LLP

One Landmark Square

Stamford, CT 06901

DOMESTIC FILING

NAME: R&J RODGERS CONSULTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 19 PM 12: 29
RECEIVED
98 AUG 19 AM 10: 45
DIVISION OF CORPORATION
8/19/98

ARTICLES OF INCORPORATION

OF

R&J RODGERS CONSULTING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 19 PM 12:29

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is R&J RODGERS CONSULTING, INC.

SECOND: The street address of the principal office of the corporation is 4830 NE 28th Avenue, Lighthouse Point, FL 33064.

THIRD: The number of shares that the corporation is authorized to issue is 10,000, all of which are of a par value of \$0.01 each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

FIFTH: The name and address of the incorporator are:

Brett W. Dixon
Finn Dixon & Herling LLP
One Landmark Square, Suite 1400
Stamford, CT 06901


SIXTH: The purpose of the corporation is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased

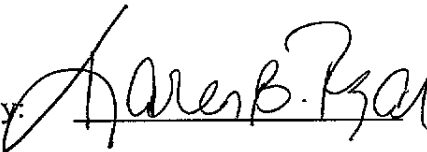
to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

NINTH: The corporate existence of the corporation shall begin on the date of the filing of these Articles.


Brett W. Dixon, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these 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.

CORPORATION SERVICE COMPANY

By: 

Date: 8/19/98

Karen B. Rozar, Asst. Sec.
Corporation Service Company

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98 AUG 19 PM 12:29