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VERO BEACH, FLORIDA 32964-3345

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*MASTER OF LAWS IN ESTATE PLANNING and
BOARD CERTIFIED WILLS, TRUSTS AND ESTATES LAWYER
**BOARD CERTIFIED REAL ESTATE LAWYER

September 2, 1998

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Via Federal Express
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Osprey Consulting, Inc.

Dear Clerk:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business or Domicile for the Service of Process within this State, Naming Agent Upon Whom Process May be Served of Osprey Consulting, Inc. for filing with your office. I have enclosed a check in the amount of \$131.25 to cover the filing fees. Once you have filed the originals, please send me the stamped copies in the enclosed envelope.

Thank you for your assistance in this matter.

Very truly yours,

Karen A. Siegel

Karen A. Siegel
Secretary to Ralph L. Evans

FILED
98 SEP -4 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

*Rmc
9/10/98*

FILED

98 SEP -4 PM 2:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
OSPREY CONSULTING, INC.**

ARTICLE I

The name of this corporation is **OSPREY CONSULTING, INC.** Its principal place of business is 800 Coquina Lane, Apt #203, Vero Beach, FL 32963.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the purpose of engaging in any activity permitted under the laws of the United States or of this State.

ARTICLE IV

This corporation is authorized to issue 1,000,000 shares of common stock, which shares shall be issued as fully paid and nonassessable. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such By-laws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation, upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

ARTICLE V

The street address of the registered agent of this corporation is 3355 Ocean Drive, Vero Beach, FL 32963. The registered agent of this corporation is **RALPH L. EVANS**.

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director is:

George D. Ealovega
P.O. Box 3323
Vero Beach, FL 32964

ARTICLE VII

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII

Special provisions for the regulation of this corporation are as follows:

1. Annual meeting of the stockholders and directors of this corporation shall be fixed by the By-Laws.
2. Any meeting of the stockholders and the Board of Directors may be held either within or without the State of Florida, without notice by written consent of all the stockholders or directors as the case may be.
3. The directors of the corporation are expressly authorized to accept in payment for the capital stock of the corporation real or personal property of any kind or nature, including accounts receivable, inventories of raw materials, or finished products, furniture, fixtures, automotive equipment, machinery, buildings, or any other items of real or personal property of value to the corporation. The value placed upon said property shall be deemed conclusive and shall be binding upon the directors, officers and upon the present future stockholders of the corporation.

ARTICLE IX

No contracts or other transaction between the corporation and any other corporation and no act of this corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors of or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any such director of the corporation who is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any such director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested; and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anywise interested.

ARTICLE X

1. The corporation shall indemnify any and all of its directors or officers or former directors or officers of any person who may have served at its request as a director or officer of another

corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been directors or officers, or a director or officer of the corporation, or of such other corporations, except in relation to matters as to which any such director or officer or former directors or officers or persons shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

2. In case of a criminal action, suit or proceeding, a conviction of judgment, (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed as adjudication that such director or officer or person is liable for negligence or misconduct in the performance of his duties, if such director or officer or person was acting in good faith, in what he considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

3. In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the questions may be referred by the Board of Directors, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

4. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any By-Laws, agreements, vote of stockholders or otherwise.

ARTICLE XI

No stockholder of this corporation shall, because of his ownership of any of the capital stock of the corporation have pre-emptive or other right to purchase, subscribe for, or otherwise acquire any portion of any issue of capital stock of debt of the corporation, whether in the form of capital stock, promissory notes, debentures, bonds or other securities convertible into or carrying option or warrants for the purchase of capital stock of the corporation which may be issued, optioned or sold by the corporation subsequent to the filing of these Articles of Incorporation. All or any portion of the capital stock of this corporation and any promissory notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase any of the authorized stock of this corporation may, at any time, from time to time, be issued, optioned, sold, or disposed of to such person and upon such terms and conditions in any manner permitted by law without first offering any of such stock, promissory notes, debentures, bonds or other securities, or any part thereof, to existing stockholders of this corporation.

ARTICLE XII

The name and address of the person signing these articles are:

George D. Ealovega
P.O. Box 3323
Vero Beach, FL 32964

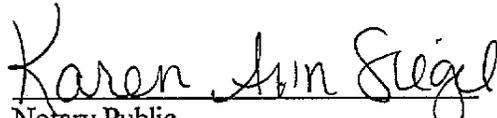
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 2nd day of September, 1998.


George D. Ealovega

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared George D. Ealovega, personally known to me or who produced E412-300-45-229-0 as identification and who executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of September, 1998.


Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, That, OSPREY CONSULTING, INC., desiring to organize under the laws of the State of Florida with its principal office, at 3355 Ocean Drive, Vero Beach, FL 32963, has named RALPH L. EVANS, ESQUIRE, located at 3355 Ocean Drive, Vero Beach, FL 32963, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Ralph L. Evans
Registered Agent

FILED
98 SEP -4 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA