THE UNITED STATES **CORPORATION** COMPANY

ACCOUNT NO. : 07210000032

REFERENCE: 971205 155222A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: September 23, 1998

ORDER TIME : 11:05 AM

ORDER NO. : 971205-005

CUSTOMER NO: 155222A

CUSTOMER: Garret Barnes, Esq

BARNES WALKER, CHARTERED

3119 Manatee Avenue, West

Bradenton, FL 34205

DOMESTIC FILING

NAME: Y2K SYSTEM CONSULTANTS, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

SE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

AG PERSON: Robert Maxwell

EXAMINER'S INITIALS:

000002647210--0 -09/23/98--01055--019

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92198

ARTICLES OF INCORPORATION

DIVISION OF CORPORATIONS

98 SEP 23 PM 1: 32

OF

Y2K SYSTEM CONSULTANTS, INC.

The undersigned Incorporator subscribing to these Articles of Incorporation, being competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be: Y2K SYSTEM CONSULTANTS, INC., and its initial mailing address shall be: 3119 Manatee Avenue West, Bradenton, Florida 34205. The initial address of the Corporation's principal office shall be: 8104 12th Avenue N.W., Bradenton, Florida 34209.

ARTICLE II

The purpose of this Corporation is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Corporation shall have all powers given corporations under the Laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be ten thousand (10,000) shares of common stock having a par value of One Cent (1¢).

ARTICLE IV

This Corporation is to exist perpetually.

ARTICLE V

The name of the initial Registered Agent is Garret T. Barnes, and the street address of the initial registered office of this Corporation is 3119 Manatee Avenue West, Bradenton, Florida 34205. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

The name and address of each Incorporator of this Corporation is:

Garret T. Barnes 3119 Manatee Avenue West Bradenton, Florida 34205

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE VIII

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation shall begin in existence on September 21, 1998, at 12:01 A.M.

Garret T. Barnes, Incorporator

I hereby accept designation as Registered Agent of the above-named corporation, and I am familiar

with and accept the obligations of the position.

Garret T/Barnes, Registered Agent

(SEAL)