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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/25/98--01067--001
*****70.00 *****70.00

SUBJECT: ADVANCED SOLUTIONS GROUP INTERNATIONAL, INC.
(Proposed Corporate Name)

Enclosed is an original and (1) copy of the Articles of Incorporation and our check
for \$ 70.00.

FROM:

DEVRY E. DEWAN, CPA
7006 ATLANTIC BLVD.
JACKSONVILLE, FL. 32211-8706
(904) 725-2895

FILED
98 SEP 25 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the Articles.

TA-9/28/98

ADVANCED SOLUTIONS GROUP INTERNATIONAL, INC.

ARTICLE I - NAME

The name of this corporation is: *Advanced Solutions Group International, Inc.*

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, all in keeping with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 par value common stock which shall be designated "Common Stock."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE, MAILING OFFICE,
AND REGISTERED AGENTS OFFICE

The street of the initial registered office, mailing office, and registered agent's office of this corporation is *7006 Atlantic Blvd., Jacksonville, Florida 32211-8706.*

The name of the initial registered agent of this corporation is *Derek Gill*

ARTICLE VII - INITIAL BOARD OF DIRECTORSNAMEADDRESSPRESIDENT/V. PRESIDENT*DEREK GILL*

*7006 Atlantic Blvd.
Jacksonville, FL. 32211-8706*

SECRETARY/TREASURER*BRENDA GILL*

*7006 Atlantic Blvd.
Jacksonville, FL. 32211-8706*

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TALLAHASSEE, FLORIDA

NAME

ADDRESS

DEREK GILL

7006 Atlantic Blvd.
Jacksonville, FL. 32211-8706

BRENDA GILL

7006 Atlantic Blvd.
Jacksonville, FL. 32211-8706

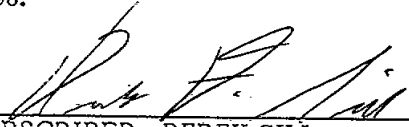
ARTICLE IX - INDEMNIFICATION

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


ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1st day of September, 1998.



SUBSCRIBER DEREK GILL



SUBSCRIBER BRENDA GILL

COUNTY OF DUVAL

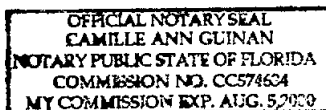
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared *DEREK GILL and BRENDA GILL*

known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1st day of *September*, 1998.

Camille Ann Guinan

NOTARY PUBLIC, STATE OF FLORIDA.
AT LARGE



THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST - That *Advanced Solutions Group International, Inc.*

desiring to organize or qualify under the laws of the State of Florida, with its principal place of
business at the City of Jacksonville, State of Florida, has named *DEREK GILL*

located at *7006 Atlantic Blvd.*, Jacksonville, Florida
32211-8706, as its agent to accept service of process within Florida.

SIGNATURE



TITLE:

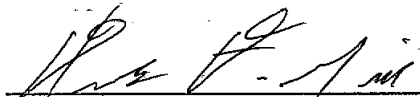
DEREK GILL
PRESIDENT

DATE:

September 1, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
CAPTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
PERFORMANCE OF MY DUTIES.

SIGNATURE


REGISTERED AGENT
DEREK GILL

DATE:

September 1, 1998

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TALLAHASSEE, FLORIDA