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October 14, 1998

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

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*****131.25 *****87.50

RE: BAXTER CONSULTING, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for Baxter Consulting, Inc. together with a check in the amount of \$131.25.

This represents the cost of the filing fee, certified copy of the Articles of Incorporation, Certificate and fee for Registered Agent designation for the above named corporation. Please return the certified copy and any other correspondence to:

Mark Baxter
1309 Asturia
Coral Gables, FL 33134

Sincerely,

Mark W. Baxter

Mark Baxter

FILED
98 OCT 16 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BAXTER CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name and address of this corporation is: Baxter Consulting, Inc. Located at 1309 Asturia, Coral Gables, Florida 33134.

ARTICLE II

PURPOSE

The purpose of this corporation is to engage in the business of computer software development.

Additionally, this corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III

Capital Stock

This corporation is authorized to issue one-hundred (100) shares of common stock of \$1.00 par value each.

ARTICLE IV
Preemptive Rights

Every shareholder, upon the sale of any new common stock, or any treasury common stock, shall have the right to purchase his pro-rata share of said stock (as nearly as it may be done without the issuance of fractional shares) at the price at which it is offered to other. "Pro-rata" means, in this Article, in the proportion the number of shares already owned by the shareholder bears to the total number of shares of the corporation already issued and outstanding by the corporation. In case any shareholder does not make use of his preemptive rights, such rights will accrue to the rest of the shareholders, also pro-rata. These preemptive rights also encompass authorized shares issued within six (6) months from the effective date of incorporation.

ARTICLE V
Rights of First Refusal

In the event a shareholder receives a bona fide offer acceptable to him for purchase of all or a portion of his share (or any rights or interest therein), such shareholder (herein referred to as the Offering Shareholder) shall give written notice of such offer to the Secretary of the Corporation and to all other shareholders by registered mail at the address listed in the corporation's books. The notice to the corporation shall be sent to the corporate office. The notice must set forth the name of the proposed transferee, the number of shares to be transferred, the price per share and all other terms and conditions of the proposed transfer.

On receipt of the notice with respect to such offer, the Corporation shall have the exclusive right and option, exercisable at any time during a period of fifteen (15) days

from the date of delivery of the notice, to purchase the shares of the corporation covered by the offer in question at the same price and on the same terms and conditions of the offer as set out in such notice. If the Corporation decides to exercise the option, it shall give written notification of this effect to the shareholder desiring to sell, and said sale and purchase shall be closed within thirty (30) days thereafter. If the Corporation does not elect to exercise its option to purchase any or all of the offered shares, it shall, prior to the expiration of the fifteen (15) day period stated above, notify the other shareholders of its election and each of the remaining shareholders shall be entitled during a period of fifteen (15) days from the date of receipt of said notice to purchase that portion of the offered shares (not so purchased by the Corporation) that the number of shares held by him bears to the number of shares held by all shareholders electing to purchase (and actually purchasing the offered shares) on the same terms and conditions as set out in the offer.

Each shareholder electing to purchase (herein referred to as "purchasing shareholder") shall promptly give notice to the Secretary of the Corporation of the maximum number of offered shares that he is willing to purchase. If the purchasing shareholders desire to purchase any of the shares that are subject to the offer, the Secretary shall give written notification to this effect to the offering shareholder; the sale to the purchasing shareholder shall be closed within thirty (30) days thereafter. In the event that the purchasing shareholders do not intend to purchase all of the offered shares, the offering shareholder shall have the right to transfer all of the offered shares which the purchasing shareholders do not intend to acquire to the prospective purchaser, provided, further, that the right of the corporation to exercise its option to purchase shall be subject to the laws of the State of Florida governing the rights of a corporation to purchase its own shares.

Similar rights of purchase or option to purchase will accrue to the corporation and to the rest of the shareholders in the case anyone of such shareholders becomes disabled, bankrupt, files for voluntary bankruptcy or someone files to have him declared bankrupt (unless the case is dismissed by the court within a reasonable time), makes an assignment in favor of creditors, or dies. The purchase price per share of stock in this case will be determined by an evaluation to be made as of about the middle of the last fiscal year of the corporation by an outside, independent appraiser, who will determine, as exactly as possible, the value of such share, using generally accepted accounting methods. The same right shall accrue to the corporation or to the rest of the shareholders, if the shares of a shareholder are levied upon, sold either publicly or privately as a consequence of the existence of any security interest in them, or any similar matter.

ARTICLE VI

Initial Registered Office and Agent

The initial registered office of this corporation is: Mark Baxter, 1309 Asturia, Coral Gables, FL 33134.

ARTICLE VII

Initial Board of Directors

The 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. The initial director of this corporation is:

Name

Street Address

Mark Baxter

1309 Asturia, Coral Gables, FL 33134

ARTICLE VIII

Incorporators

The name of the person signing these articles is:

Name

Street Address

Mark Baxter

1309 Asturia, Coral Gables, FL 33134

ARTICLE IX

Officers

This corporation shall have the following officers: President, Vice-President, Secretary and Treasurer.

Name

Street Address

Mark Baxter (President/
Vice-President/Secretary/
Treasurer)

1309 Asturia, Coral Gables, FL 33134

ARTICLE X

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors.

ARTICLE XI

Procedure in Case of Deadlock

In case of deadlock in any decision to be made by the Board of Directors and/or shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision by the majority stock holder of this corporation.

The decision of this individual shall be binding on the corporation, its directors, officers and shareholders and shall be considered the act of the Board of Directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

ARTICLE XII

Date of Commencement

The effective date of commencement of this Corporation is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed the

Articles of Incorporation, this 14th day of October, 1998.

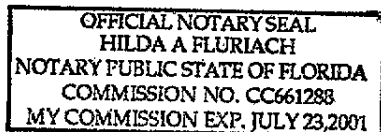
Mark W. Baxter
Mark Baxter

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME the undersigned authority, personally appeared Mark Baxter who presented the following form of I.D: FLA. DRIVER'S LICENSE known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same, this 14th day of October, 1998.

My Commission Expires:



Hilda A. Fluriach
Notary Public

CERTIFICATE OF ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF
BAXTER CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 1309 Asturia, Coral Gables, FL 33134, has named Mark Baxter, located at 1309 Asturia, Coral Gables, FL 33134, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law 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.

Mark W. Baxter
Registered Agent

10/14/98
Date