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SANTOS RIVERA-OLAN, CPA, P.A.  
540 E. Horatio Ave., Suite 200  
Maitland, FL 32751  
(407) 644-5655

September 30, 1998

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

400002665874--6  
-10/16/98--01101--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: ITP GROUP CONSULTING, INC.

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$70.00 for the filing fee and registered Agent fee.

From: Santos Rivera-Olan, CPA  
540 E. Horatio Ave., Suite 200  
Maitland, FL 32751

FILED  
98 OCT 16 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Santos* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Articles, certif.*  
DATE *10/19/98*  
DOC. EXAM *TA*

*ITP Group Consulting, Inc*

*TA-10/19/98*

**ARTICLES OF INCORPORATION**  
**ITP GROUP CONSULTING, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be: **ITP GROUP CONSULTING, INC.**

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III

The general purpose of the business to be transacted by this Corporation are:

- A. Transacting any or all lawful business for which corporations may be incorporated under Florida Statutes.
- B. To design computer programs and related services to different companies. To sell and distribute at retail or wholesale computer products and accessories.
- C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the accomplishment of the corporation purposes.
- D. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furthermore of any of the objectives or the furthermore of any of the purposes enumerated in these Articles of Incorporation or any amendment hereof necessary and incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporation, firms or individuals, to carry on any lawful manner, pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.
- E. The foregoing paragraphs shall be constructed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV - PRINCIPAL ADDRESS

The principal place of business and mailing address of this corporation shall be:

687 Jamestown Blvd.  
Apt. 1003  
Altamonte Springs, FL 32714

ARTICLE V - CAPITAL STOCK

This corporation is authorized to have 10,000 shares of \$1.00 par value common stock, which shall be designated common shares.

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TALLAHASSEE, FLORIDA

ARTICLE VI- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Gerardo F. Ojeda  
687 Jamestown Blvd.  
Apt. 1003  
Altamonte Springs, FL 32714

The registered agent of the corporation may be changed at anytime without an amendment of these Articles.

ARTICLE VII- INCORPORATORS

The name and street address of the incorporator to this Articles of Incorporation is:

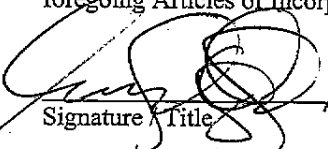
Gerardo F. Ojeda  
687 Jamestown Blvd.  
Apt. 1003  
Altamonte Springs, FL 32714

ARTICLE VIII- DIRECTORS

The business and affairs of the corporation shall be managed by a Board of one or more Directors. The number and composition of which Board shall from time to time be established by the Board of Directors.

These articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, and stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholder sign a written statement manifesting their intention that the Articles of Incorporation be amended.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 30 day of September, 1998.

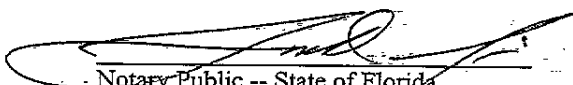
  
Signature

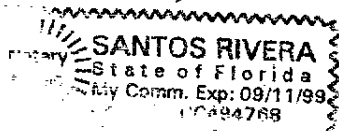
PRESIDENT

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared Mr. Gerardo F. Ojeda and acknowledged that they executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 30 day of September, 1998.

  
Notary Public -- State of Florida  
COMM. #CC494768



**CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1- The name of the corporation is : ITP GROUP CONSULTING, INC.

2- The name and address of the registered agent and office is:

Gerardo F. Ojeda  
687 Jamestown Blvd.  
Apt. 1003  
Altamonte Springs, FL 32714

SIGNATURE \_\_\_\_\_

(CORPORATE OFFICER)

TITLE PRESIDENT

DATE 10/5/98

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 OCT 16 AM 11:33

FILED

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND TO 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.

SIGNATURE \_\_\_\_\_

(RESIDENT AGENT)

DATE 10/5/98