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* JOHN F. McGUIRE, ESQ.
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**JOHN A. SMITTEN, ESQ.
JOHN D. HARRINGTON, ESQ.
* ALSO LICENSED IN MICHIGAN
**ALSO LICENSED IN NEW YORK

McGUIRE
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April 25, 1998

State of Florida Dept. of Corporations
P.O. Box 6327
Tallahassee, FL 32314

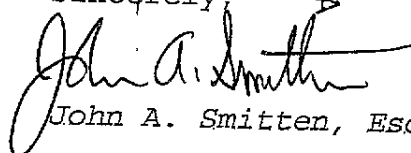
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-01/13/98-01055-012
*****122.50 *****78.75

Re: My client, Innovative Systems Consultants, Inc.

To Whom it May Concern:

Enclosed please find my client's articles of incorporation and filing fee of \$122.50. Please return a certified copy of the articles (fee included), using the enclosed envelope. Thank You.

enc/jas.
cc: B.J. McDade

Sincerely,

John A. Smitten, Esq.

FILED
99 JAN 13 AM 11:34
SEC. OF STATE
TALLAHASSEE, FLORIDA

OB
1-15-99
24

ARTICLES OF INCORPORATION
OF
INNOVATIVE SYSTEMS CONSULTANTS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida

ARTICLE I. NAME

The name of the corporation shall be:

INNOVATIVE SYSTEMS CONSULTANTS, INC.

The principal place of business of this corporation shall be
5312 Russell Street, Tampa, Florida 33611.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 5312 Russell Street, Tampa, Florida 33611 and the name of the initial registered agent of the corporation at that address is Benjamin Jason McDade.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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99 JAN 13 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

The number of directors constituting the initial Board of Directors shall be one, and the names and addresses of the persons who are to serve as members are as follows:

- (1) Benjamin Jason McDade 5312 Russell Street, Tampa,
Florida 33611

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

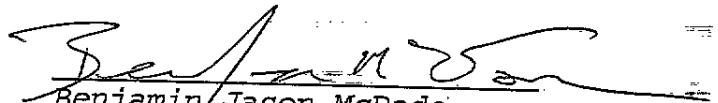
- (1) Benjamin Jason McDade 5312 Russell Street, Tampa,
Florida 33611

IN WITNESS WHEREOF, we, the undersigned incorporators and authorized agents of **INNOVATIVE SYSTEMS CONSULTANTS, INC.**, hereunto set our hand and seal on this 9th day of January, 1999.

By: 
Benjamin Jason McDade

DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

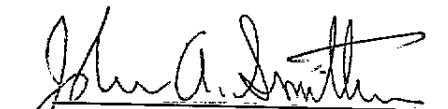
The initial Registered Agent is Benjamin Jason McDade, 5312 Russell Street, Tampa, Florida 33611. By his signature below he hereby accepts.


Benjamin Jason McDade

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me on this 9th day of January, 1999, by Benjamin Jason McDade, who is personally known to me or produced Florida Driver's License as identification.

NOTARY PUBLIC - STATE OF FLORIDA
JOHN A. SMITEN
COMMISSION # CC735893
EXPIRES 10/29/2002
BONDED THRU ASA 1-888-NOTARY1


Signature and Seal of
Notary Public

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99 JAN 13 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA