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LAW OFFICES
JARVIS & ASSOCIATES, P.A.
Penthouse One
550 Biltmore Way
Coral Gables, Florida 33134

FILED

99 JAN 19 PM 4: 24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

James W. Jarvis
Richard L. Richards
Aylin Fraxedas Ellenburg

Telephone
(305) 448-4848
Facsimile
(305) 445-4545
e-mail
jwj@jarvislaw.com

VIA DHL

January 15, 1999 EFFECTIVE DATE

1-12-99

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800002746048--6

-01/19/99--01021--010

Re: Incorporation of Executive Compensation Strategies, Inc.
Incorporation of Richard L. Richards, P.A.

*****78.75 *****78.75

Dear Sir/Madam:

Enclosed herewith are the following:

1. Articles of Incorporation for Executive Compensation Strategies, Inc.
2. Check No.: 1547 in the amount of \$78.75.
3. Articles of Incorporation for Richard L. Richards, P.A.
4. Check No.: 816 in the amount of \$78.75.

Please incorporate the above corporations and return certificates of status in the envelope provided. Moreover, please do not hesitate to contact the undersigned should you need any further information or documentation in this regard.

Very truly yours,



Richard L. Richards

Enclosures

RLR/dm

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ARTICLES OF INCORPORATION

OF

EXECUTIVE COMPENSATION STRATEGIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being of legal age, does hereby, for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporation, make the following:

ARTICLE I

NAME OF CORPORATION

EFFECTIVE DATE

1-12-99

The name of the corporation shall be: EXECUTIVE COMPENSATION STRATEGIES, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States, and of this State.

ARTICLE III

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to laws.

ARTICLE IV

CAPITAL STOCK

The capital stock of this corporation shall be One Hundred (100) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The initial principal office shall be at 100 Edgewater Drive, Unit 134, Coral Gables, Florida 33133 and the registered agent and his address is Richard L. Richards, P.A., 550 Biltmore Way, Penthouse One, Coral Gables, Florida 33134.

ARTICLE VI
INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and street address of the incorporator and subscriber of this corporation is:


Jonathan C. Vair
100 Edgewater Drive, Unit 134
Coral Gables, Florida 33133

ARTICLE VII

EFFECTIVE DATE

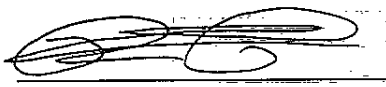
The effective date of this corporation shall be January 12th, 1999.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation, to do business both within and without the State of Florida, under the laws of Florida, does make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto sets his hand and seal this 15th day of January, 1999.


JONATHAN C. VAIR

ACKNOWLEDGMENT

The undersigned having been named Registered Agent to accept service of process for EXECUTIVE COMPENSATION STRATEGIES, INC. at 550 Biltmore Way, Penthouse One, Coral Gables, Florida 33134 designated in the Articles of Incorporation, hereby agrees to act in this capacity and agrees to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.


RICHARD L. RICHARDS, P.A.
Registered Agent