

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: Management Professional Services, Inc.
(Name of Corporation)

Dear Sir or Madam:

The enclosed Articles of Incorporation and check are submitted to register the above referenced for profit corporation to conduct it's affairs in Florida.

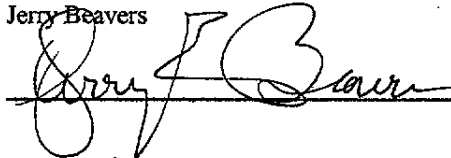
Please return all correspondence concerning this matter to the following:

Jerry Beavers
(Name of Person)

Jerry Beavers
2203 Lake Debra Dr. Ste 114
Orlando, Fl. 32835

For further information concerning this matter, please call

Jerry Beavers



COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

100002762771--9

-02/02/99--01108--004

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

(407) 295-3568

(Area Code and Daytime Number)

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

FILED
99 FEB -2 PM 3:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

gjc
2/5

**ARTICLES OF INCORPORATION
OF
Management Professional Services, Inc.**

FILED
99 FEB -2 PM 3:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is Management Professional Services, Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 1500 shares of common stock with no par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$0, consisting of cash.

ARTICLE SIX

The street address of its initial office is 2203 Lake Debra Dr. Ste. 114, Orlando FL. 32835

ARTICLE SEVEN

The street address of its initial registered office is 2203 Lake Debra Dr. Ste 114, The registered office is Orlando, FL. 32835, and the name of its initial registered agent at such address is Jerry Beavers.

ARTICLE EIGHT

The number of directors constituting the initial board of directors is 3, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Julie Bruder
8600 White Rose Dr.
Orlando, FL. 32818

Ray Blackman
3135 Enclave Ct.
Kissimmee, FL. 34746

Jerry Beavers
2203 Lake Debra Dr. Ste #114
Orlando, FL. 32835

ARTICLE NINE

The initial officers of the corporation, and the names and addresses of the person or persons who are to serve as officers until the first meeting of the board of directors or until their successors are elected and qualified are:

President
Julie Bruder
8600 White Rose Dr.
Orlando, FL. 32818

Secretary
Jerry Beavers
2203 Lake Debra Dr. Ste #114
Orlando, FL. 32835

Treasurer
Ray Blackman
3135 Enclave Ct.
Kissimmee, FL. 34746

ARTICLE TEN

The Board of Directors is not empowered to make, alter or repeal the Bylaws of the Corporation without consent of the shareholders. The initial bylaws of the corporation are attached hereto and incorporated into these Articles by reference.

ARTICLE ELEVEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

ARTICLE TWELVE

Each stock certificate must carry a visible statement on the face of the security noting certain transfer restrictions exist including but not limited to the following: Transfer of the Corporation's securities is subject to certain rights and options granted to Management Professional Services, Inc.; Any transfer without an estoppel letter from Management Professional Services, Inc. may be void.

The name and address of each incorporator is:

Jerry E. Beavers
2203 Lake Debra Dr. Ste. 114
Orlando, FL 32835

January 26, 1999


Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

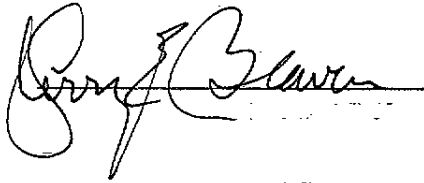
Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the company is Management Professional Services, Inc.

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

Jerry Beavers
2203 Lake Debra Dr. Ste 114
Orlando, FL 32835

Signature:



Title:

Date: February 1, 1999.

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 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: _____

Date: January 26, 1999

FILED
99 FEB -2 PM 3:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA