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ROSA M. CHAVARRIA
6115 N. Armenia Ave.
Suite B
Tampa, FL 33604
(813) 354-9440

March 4, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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SUBJECT: ROC CONSULTING GROUP, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$122.50.

Please file the original articles and return the certified copy to me at the above address.

Sincerely,


Rosa M. Chavarria, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the state of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

ROC CONSULTING GROUP, INC.

The principle office and mailing address of this corporation shall be : 6115 N. Armenia Avenue, Suite B, Tampa, FL 33604

ARTICLE II

EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The Corporation shall have power:

(a) To sue and be sued, complain, and defend in its corporate name.

(b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.

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TALLAHASSEE, FLORIDA

(c) To purchase, receive, lease, or otherwise acquire, own hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

(e) To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.0833, Florida Statutes.

(f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares of other interests in, or obligations of, any other entity.

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensations, and lend them money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles, of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(m) To transact any lawful business that will aid governmental policy.

(n) To make payments or donation or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employee, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries..

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of stock owned by the shareholder or by the spouse or children of the shareholder....

(q) To be a promoter, incorporator, partner, member associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 100 shares having a par value of \$1.00 per share.

ARTICLE VI

Registered Office and Registered Agent

Alan Carregal

6115 N. Armenia Avenue, Suite B,
Tampa, FL 33604

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2), and the name and address of the persons who are to serve a member thereof is as follows:

Rosa M. Chavarria	15307 Otto Road Tampa, Florida 33624
Alan Carregal	6115 N. Armenia Ave. Tampa, Florida 33604

ARTICLE VIII

Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein state.

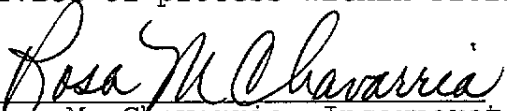


Rosa M. Chavarria, Incorporator

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

In compliance with Section 48.901, Florida Statutes, the following is submitted:

ROC CONSULTING GROUP, INC. with its principal place of business at City of Tampa County of Hillsborough, state of Florida, has named Alan Carregal of 6115 N. Armenia Avenue, Suite B, Tampa, Florida 33604 as it's agent to accept service of process within Florida.


Rosa M. Chavarria, Incorporator

3/4/99
Date

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.


Alan Carregal, Registered Agent

8 Mar 99
Date

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TALLAHASSEE, FLORIDA