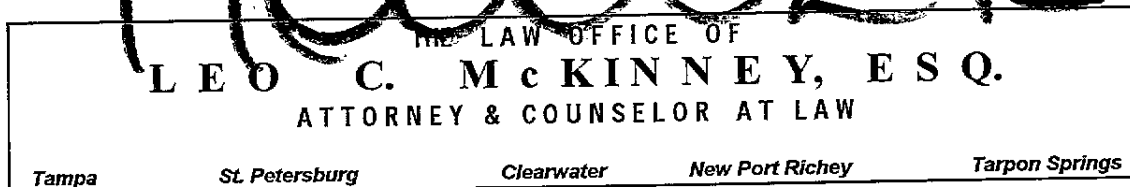


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Tampa Office:
3333 Henderson Boulevard
Suite 150, Florida Central Credit Union Bldg.
Tampa, Florida 33609
Telephone/Fax: (813) 877-4357/ 875-2013

Clearwater Office:
3023 Eastland Boulevard
Suite H-109, Northwood Professional Plaza
Clearwater, Florida 33761
Telephone/Fax: (727) 725-9375/ 725-9566

Reply To Clearwater Office Only:

March 5, 1999

Florida Department of State
Division of Corporations, New Filings
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 *****78.75

Re: **CUSHING CONSULTING CORPORATION**

Dear Sir or Madam:

Enclosed please find the original **Articles Of Incorporation** and a copy thereof for the above-referenced business concern, together with our firm's check for the \$122.50 filing fee for the same. Please file the subject **Articles Of Incorporation**, and send the stamped copy and your letter of confirmation back to us once the same is filed.

If you have any questions in these matters, please do not hesitate to call the undersigned attorney. Thank you for your assistance herein.

Sincerely,


Leo C. McKinney

Encl
LCM/lcm

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 MAR 12 PM 2:02

FILED



Articles Of Incorporation For
CUSHING CONSULTING CORPORATION

FILED
99 MAR 12 PM 2:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

Article I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be: **CUSHING CONSULTING CORPORATION.**

The address of the principal office and place of business of this corporation shall be **2261 Andover Circle, Palm Harbor, Florida 34683**, and the mailing address shall be the same.

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 One-Thousand (1,000) shares of common stock.

Article IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be **3023 Eastland Boulevard, Suite H-109, Clearwater, Florida 33761**, and the name of the initial registered agent of the corporation at that address is **L. Cregg McKinney, Esq.**

Article V. TERM OF EXISTENCE

This corporation is to exist perpetually.

Article VI. OFFICERS

This corporation shall have a President, Vice-President and Secretary, initially, whose names and addresses are:

President: **Jimmie A. McKinney, 2261 Andover Circle, Palm Harbor, FL 34683**

Vice-Pres.: **Jimmie A. McKinney, 2261 Andover Circle, Palm Harbor, FL 34683**

Secretary: **Jimmie A. McKinney, 2261 Andover Circle, Palm Harbor, FL 34683**

Article VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have one (1) director, initially, whose name and address is:

Jimmie A. McKinney, 2261 Andover Circle, Palm Harbor, FL 34683

Article VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: **L. Cregg McKinney, Esq., 3023 Eastland Boulevard, Suite H-109, Clearwater, Florida 33761.**

IN WITNESS WHEREOF, the undersigned Incorporator has set his hand and seal on this 10 day of March, 1999.


L. CREGG McKINNEY, ESQ.

Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATION
IN ARTICLES OF INCORPORATION**

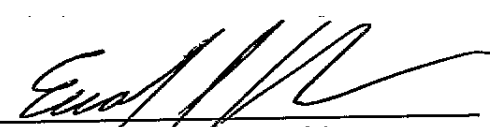
L. CREGG McKINNEY, ESQ., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607, Florida Statutes.


L. CREGG McKINNEY, ESQ.

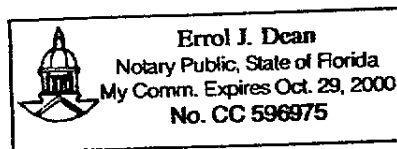
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, this day personally appeared L. CREGG McKINNEY, ESQ., who, first being duly sworn deposes and states that he is the above-named Incorporator and Registered Agent and that he executed the foregoing for the purposes therein expressed. Affiant is personally known to me.

Dated this 10th day of March, 1999.



Notary Public, State Of Florida
Name Printed:
My Commission Expires:



FILED
99 MAR 12 PM 2:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA