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ELISE GROSS, LL.M. **,

ANDREA R. GUNDERSEN

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** MEMBER OF THE NEW YORK BAR

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KAREN VERNA †

* LEGAL ASSISTANT
† CERTIFIED LEGAL ASSISTANT

April 5, 1999

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-04/26/99-01085-002
*****78.75 *****78.75

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

RE: Vertical Consulting Group, Inc.

To Whom It May Concern:


Enclosed please find the following:

1. Original Articles of Incorporation;
2. Certificate of Designation of Registered Agent; and
3. Copy of Articles of Incorporation;
4. Transmittal Letter; and
5. Check for \$78.75 for the filing fee.

Please see the Articles for the effective date.

If you have any questions, please do not hesitate to contact the undersigned should you have any questions.

Very truly yours,


Karen Verna
Legal Assistant

encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -4 AM 9:23

R. Purinton APR 28 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 28, 1999

SOULE, LEAL & ASSOCIATES, P.A.
KAREN VERNA
7515 W. OAKLAND PARK BLVD. STE. 100
FT. LAUDERDALE, FL 33319

SUBJECT: VERTICAL CONSULTING GROUP, INC.
Ref. Number: W99000010008

We have received your document for VERTICAL CONSULTING GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 799A00022752

ARTICLES OF INCORPORATION

99 MAY -4 AM 9:23

of

VERTICAL CONSULTING GROUP, INC.

Article I

The name of the corporation is: Vertical Consulting Group, Inc.

Article II

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date of execution and acknowledgment of these articles.

Article III

The general nature of the business and the objects and purposes to be transacted and the operation of consulting services for elevators and escalators companies.

Article IV

This shall be a for profit corporation with the directors elected in a manner to be specified in the bylaws.

Article V

The street address of the initial registered office of this corporation is 7515 West Oakland Park Boulevard, Suite 100, Fort Lauderdale, Florida 33319, and the name of the initial registered agent of this corporation at that address is James L. Soule, Esquire.

Article VI

The name(s) of the incorporator(s) signing these articles is: Gary W. Nicholls.

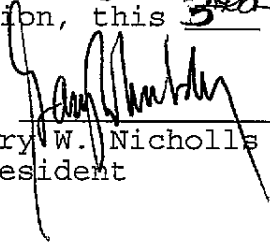
Article VII

The principle place of business will be 4117 Bougaenvilla Drive, Lauderdale By the Sea, Florida 33308, and the mailing address will be 4117 Bougaenvilla Drive, Lauderdale By the Sea, Florida 33308.

ARTICLE VIII

The number of shares that this corporation is authorized to have outstanding at any one time is 100 shares at \$1.00 per share.

IN WITNESS WHEREOF, the undersigned subscriber(s) has
executed these Articles of Incorporation, this 3~~rd~~ day of
May, 1999.



Gary W. Nicholls
President

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

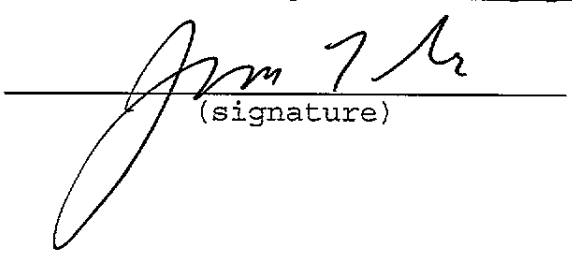
1. The name of the corporation is: Vertical Consulting Group, Inc.
2. The name and address of the registered agent and office is:

James L. Soule, Esquire
(name)

7515 W. Oakland Park Boulevard, Suite 100
(P.O. Box not acceptable)

Fort Lauderdale, Florida 33319
(City/State/Zip)

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)

May 3, 1999