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HUME & JOHNSON P.A.

SUITE 301

1401 UNIVERSITY DRIVE

CORAL SPRINGS, FLORIDA 33071-8909

JOHN HUME
HENRY W. JOHNSON
CATHERINE W. ZIPPAY
DONALD R. WALTERS
JENNIFER SHAW

TELEPHONE 755-9880
AREA CODE 954
FAX 755-9899

May 11, 1999

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

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-05/14/99--01040--007

*****70.00 *****70.00

Re: Execu-Pro Consultants, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation and our check in the amount of \$70.00 in payment of the following:

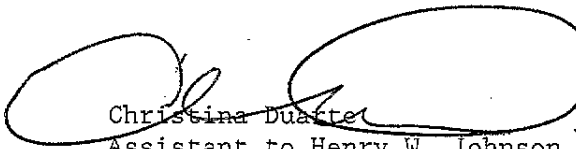
Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Total	\$ 70.00.

Please file these Articles immediately and return a copy stamped filed.

Thank you for your assistance.

Sincerely,

HUME & JOHNSON P.A.


Christina Duarte
Assistant to Henry W. Johnson

/cd
encls.

FILED
99 MAY 14 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

④ JWC 5/19

ARTICLES OF INCORPORATION
OF
EXECU-PRO CONSULTANTS, INC.

FILED
99 MAY 14 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is EXECU-PRO CONSULTANTS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

Prepared by:
Henry W. Johnson, Esq.
Hume & Johnson, P.A.
1401 University Drive, Suite 301
Coral Springs, Florida 33071
(954) 755-9880
Florida Bar No.: 219339

ARTICLE V. PRE-EMPTIVE RIGHTS

The shareholders of the corporation shall have no pre-emptive right to acquire unissued or treasury shares of the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1401 University Drive, Suite 301, Coral Springs, Florida 33071, and the name of the initial registered agent of this corporation at that address is Henry W. Johnson. The principal office address is 1401 University Drive, Suite 301, Coral Springs, Florida 33071.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the member of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Henry W. Johnson	1401 University Drive, Suite 301 Coral Springs, Florida 33071

ARTICLE VIII. INCORPORATORS

The name and address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Henry W. Johnson	1401 University Drive, Suite 301 Coral Springs, Florida 33071

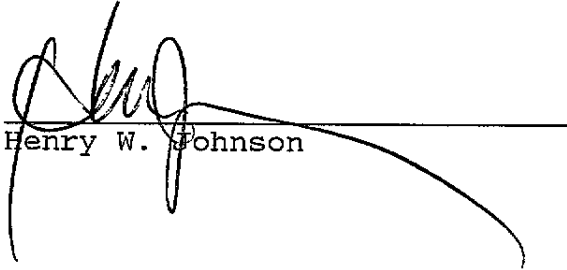
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto; and any right conferred upon the shareholders is subject to this reservation.

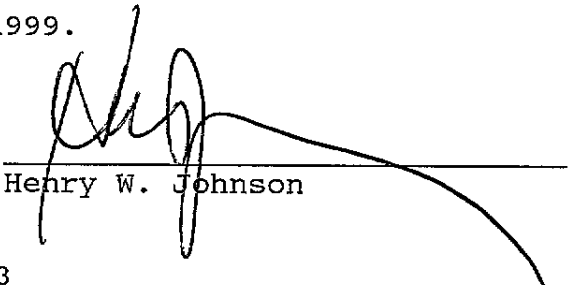
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of May, 1999.


Henry W. Johnson

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes (1995).

Dated this 11th day of May, 1999.


Henry W. Johnson