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P99000056130

June 16, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: TECHNOLOGY OUTSOURCE GROUP, INC.

Gentlemen:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida corporation.

Also enclosed is a check in the amount of \$78.75, representing payment of the following for each of the corporations:

Filing Fee	\$35.00
Certified Copy Fee	8.75
Resident Agent Fee	35.00

800002908858--2
-06/18/99-01068-006
*****78.75 *****78.75

Please file the enclosed Articles of Incorporation and advise the undersigned as soon as this has been completed.

Thank you for your courtesies in this matter.

Very truly yours,

Dale A. Heckerling
Dale A. Heckerling

DAH/
Enclosures

FILED
99 JUN 18 PM 6:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BROWN JUN 21 1999

**ARTICLES OF INCORPORATION
OF
TECHNOLOGY OUTSOURCE GROUP, INC.**

FILED
99 JUN 18 PM 6:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this Corporation is:

TECHNOLOGY OUTSOURCE GROUP, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal office and mailing address of the corporation is:

c/o William Russo
2100 Ponce de Leon Blvd., Suite 1178
Coral Gables, FL 33134

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Dale A. Heckerling
9350 South Dixie Hwy., Suite 1550
Miami, FL 33156

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS.

The name of the initial Directors of this Corporation and their street address is:

Dale A. Heckerling
9350 South Dixie Hwy., Suite 1550
Miami, FL 33156

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the individual signing these Articles of

Incorporation as the Incorporator is:

Dale A. Heckerling
9350 South Dixie Hwy., Suite 1550
Miami, FL 33156

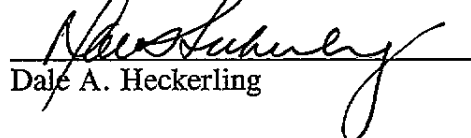
ARTICLE X. CONFLICT OF INTEREST.

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the Officers or Directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 16th day of June, 1999.


Dale A. Heckerling

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

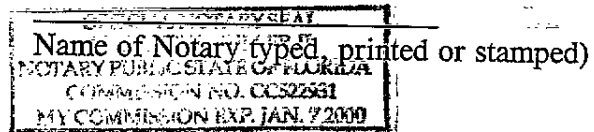
The foregoing instrument was acknowledged before me this 16th day of June, 1999, by

Dale A. Heckerling, who is personally known to me or who has produced _____
_____ as identification and who did (did not) take an oath.

Charles Mull Notary Public

(SEAL ABOVE)

Commission No. _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**


Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Sections:

That **TECHNOLOGY OUTSOURCE GROUP, INC.**, desiring to organize under the laws of the State of Florida, has named **DALE A. HECKERLING**, located at Suite 1550, 9350 South Dixie Highway, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, **DALE A. HECKERLING** hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 16th day of June, 1999.



DALE A. HECKERLING

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA