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TRANSMITTAL LETTER

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

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SUBJECT: AAGESEN CONSULTING, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$ 70.00	<input type="checkbox"/> \$ 78.75	<input type="checkbox"/> \$ 78.75	<input checked="" type="checkbox"/> \$ 87.50
Filing fee	Filing fee & Certificate	Filing fee & Certified Copy	Filing fee, Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM: JENNIFER Z. AAGESEN
Name (Printed or typed)

3300 N.E. 27TH TERRACE
Address

LIGHTHOUSE POINT, FL 33064
City, State & ZIP

954-943-1272
Daytime telephone number

FILED
99 JUL 30 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

TS 2/6/00

ARTICLES OF INCORPORATION
OF
AAGESEN CONSULTING, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AAGESEN CONSULTING, INC.

The principal place of business of this corporation shall be:

3330 N.E. 27TH TERRACE
LIGHTHOUSE POINT, FL 33064

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any and 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 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be:

3330 N.E. 27TH TERRACE
LIGHTHOUSE POINT, FL 33064

and the name of the initial registered agent of the corporation at that address is:

JENNIFER Z. AAGESEN

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually. The effective date of this corporation is July 28, 1999.

ARTICLE VI. PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (authorized or issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

ARTICLE VII. DIRECTORS

The corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

STEPHEN V. AAGESEN, 3330 N.E. 27TH TERRACE, LIGHTHOUSE POINT, FL 33064

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President: STEPHEN V. AAGESEN
3330 N.E. 27TH TERRACE, LIGHTHOUSE POINT, FL 33064

Secretary / Treasurer: JENNIFER Z. AAGESEN
3330 N.E. 27TH TERRACE, LIGHTHOUSE POINT, FL 33064

ARTICLE IX. CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE X. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

JENNIFER Z. AAGESEN
3330 N.E. 27TH TERRACE
LIGHTHOUSE POINT, FL 33064

ARTICLE XI. CONSENT

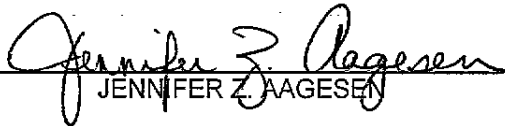
Unanimous consent of the stockholders of the corporation shall be required for any stockholder action.

The undersigned has made and subscribed of these Articles of Incorporation at Lighthouse Point, Florida, on the 28th day of July, 1999.


JENNIFER Z. AAGESEN

ACKNOWLEDGMENT

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.


JENNIFER Z. AGESSEN

July 28, 1999

(Date)

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TALLAHASSEE, FLORIDA