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August 17, 1999

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

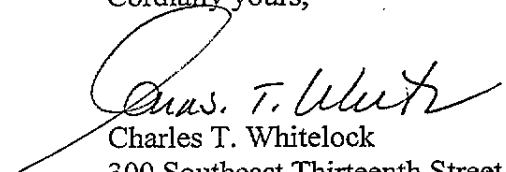
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Subject: Management Resource Consultants, Inc.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the articles of incorporation and a check for seventy dollars (\$70.00) for the filing fee.

Cordially yours,


Charles T. Whitelock
300 Southeast Thirteenth Street
Fort Lauderdale, Florida 33316
(954) 463-2001

FILED
99 AUG 18 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe AUG 24 1999

MANAGEMENT RESOURCE CONSULTANTS, INC.
ARTICLES OF INCORPORATION

The undersigned incorporator/s for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Management Resource Consultants, Inc. and the general nature of the business shall be to engage in any lawful act permitted under the laws of the United States of America and of the State of Florida.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

300 Southeast Thirteenth Street
Fort Lauderdale, Florida 33316

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding is one hundred (100) shares having a par value of one dollar (\$1.00) each

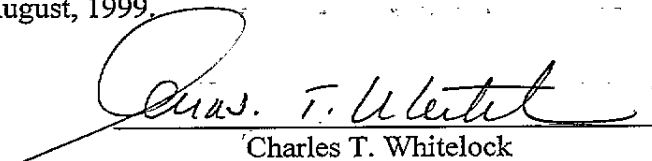
ARTICLE IV

The name and address of the initial registered agent is Charles T. Whitelock, 300 Southeast Thirteenth Street, Fort Lauderdale, Florida, 33316.

ARTICLE V

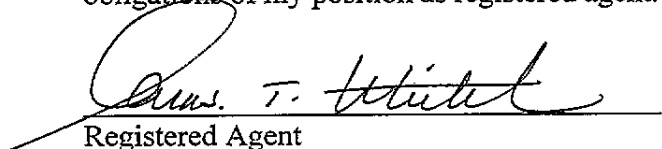
The name and street address of the incorporator to these Articles of Incorporation is Charles T. Whitelock, 300 Southeast Thirteenth Street, Fort Lauderdale, Fl. 33316.

The undersigned incorporator has executed these Articles of Incorporation this
17th day of August, 1999.


Charles T. Whitelock

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


Registered Agent

August 17, 1999
Date

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99 AUG 18 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA