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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

NFP Consulting, Inc.

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Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

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TALLAHASSEE, FLORIDA

9/21/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

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99 SEP 21 PM 12:03

September 15, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET #1
TALLAHASSEE, FL 32302

SUBJECT: NFP CONSULTING, INC.
Ref. Number: W99000021204

We have received your document for NFP CONSULTING, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 699A00045394

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
NFP CONSULTING RESOURCES, INC.

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DIVISION OF CORPORATIONS
99 SEP 21 PM 12:03

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

NFP CONSULTING RESOURCES, INC.

ARTICLE II - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The 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 a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 1690 Starling Drive, Sarasota, Florida 34231.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1690 Starling Drive, Sarasota, Florida 34231 and the registered agent at such office is Norman Olshansky.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Norman Olshansky
1690 Starling Drive
Sarasota, FL 34231

ARTICLE VIII - SHAREHOLDER'S PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights and each holder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total

number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

ARTICLE IX - AMENDMENT

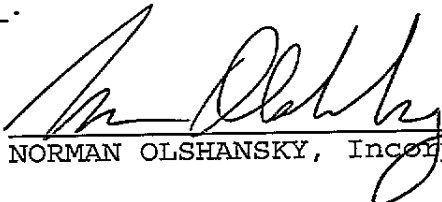
These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE X - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:


Norman Olshansky
1690 Starling Drive
Sarasota, FL 34231

The undersigned has executed these Articles this 10
day of September, 1999.


NORMAN OLSHANSKY, Incorporator

Having been named as Registered Agent and to accept service of process for **NFP CONSULTING RESOURCES, INC.** at the place designated in the Articles, 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.

9/10/99
Date


NORMAN OLSHANSKY, Registered Agent

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