

Filing Fee \$150.00

ID Number: 102306



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED
AUG 27 1998
CORPORATIONS DIVISION
PROVIDENCE, RHODE ISLAND

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is HEITMANN, INC.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

2. The period of its duration is (if perpetual, so state) Perpetual.

3. The specific purpose or purposes for which the corporation is organized are:
to engage in the business of Business consulting and any lawful business that is permitted by the
laws of the United States and the State of Rhode Island.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 7500 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.)
with a par value of \$1.00 per share

or

(b) *If more than one class:* Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

Holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of any class confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

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6. Provisions (if any) for the regulation of the internal affairs of the corporation: NONE

7. The address of the initial registered office of the corporation is 17 ANNETT DRIVE , PORTSMOUTH , RI 02871
and the name of its initial registered agent at such address is ROLF C. HEITMANN

8. The number of directors constituting the initial board of directors of the corporation is TWO and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1968, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

Title	Name	Address
PRESIDENT	KELLY M. WALSH	17 ANNETT DRIVE , PORTSMOUTH , RI 02871
VICE PRESIDENT	ROLF C. HEITMANN	17 ANNETT DRIVE , PORTSMOUTH , RI 02871

9. The name and address of each incorporator is:

Name	Address
JOHN F. MARTIN	2843 THAXTON DRIVE, SUITE #37, PALM HARBOR, FL 34684

10. Date when corporate existence to begin: UPON FILING AND APPROVAL WITH THE SECRETARY OF STATE OF RHODE ISLAND

DATED THIS 12 TH DAY OF AUGUST, 1998.

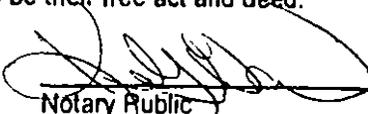


JOHN F. MARTIN, INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

In PERSON, on this 14th day of AUGUST, 1998, personally appeared before me JOHN F. MARTIN

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.


Notary Public
My Commission Expires:

