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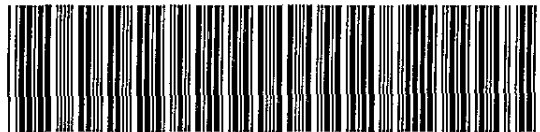
(Business Entity Name)

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DONALD R. NILES, RETIRED

STREET ADDRESS:
2601 EAST OAKLAND PARK BOULEVARD
SUITE 400
FORT LAUDERDALE, FL 33306

March 27, 2003

VIA FEDERAL EXPRESS ONLY

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Resource Management Systems, Inc.

Gentlemen:

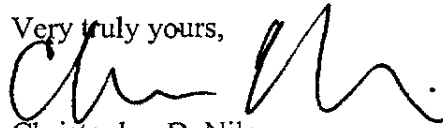
Enclosed please find an original and one copy of the Articles of Incorporation for Resource Management Systems, Inc. Please file the original Articles, and return one certified copy in the envelope provided.

I have also enclosed a firm check in the amount of \$78.75 which represents the following:

Filing fee	\$35.00
Registered Agent fee	\$35.00
Certified copy	<u>\$8.75</u>
Total	\$78.75

Thank you for your assistance.

Very truly yours,


Christopher D. Niles
For the firm

CDN/le
Enclosures

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
RESOURCE MANAGEMENT SYSTEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of this corporation is RESOURCE MANAGEMENT SYSTEMS, INC. and its principal place of business is 1200 First Street, Suite 1632, Alexandria, Virginia 22314.

ARTICLE II - DURATION

This corporation shall have perpetual existence and these Articles are effective upon filing.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or 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 IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Christopher D. Niles, Esquire, 2601 East Oakland Park Boulevard, Suite 400, Fort Lauderdale, Florida 33306. The undersigned is familiar with and accepts the duties of registered agent pursuant to Florida Statute 607.325.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Les Boring
1200 First Street, Suite 1632
Alexandria, Virginia 22314

Jack Kruze
1200 First Street, Suite 1632
Alexandria, Virginia 22314

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is:


Les Boring
1200 First Street, Suite 1632
Alexandria, Virginia 22314


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ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 27 day of March, 2003.



Witness



Witness



Les Boring, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The undersigned, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Christopher D. Niles