



ACCOUNT NO. : 072100000032

REFERENCE : 785452 4329479

AUTHORIZATION : *Patricia Pizut*

COST LIMIT : \$ 122.50

ORDER DATE : April 17, 1998

ORDER TIME : 9:25 AM

ORDER NO. : 785452-005

CUSTOMER NO: 4329479

CUSTOMER: Barbara A. Egolf, Esq
BAKER & HOSTETLER

200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

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DIVISION OF CORPORATIONS
98 APR 17 AM 10:46

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DOMESTIC FILING

NAME: RBK CONSULTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

ga
4/17/98

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ARTICLES OF INCORPORATION

OF

RBK CONSULTING, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act:

FIRST: The corporate name of the corporation is:

RBK CONSULTING, INC.

SECOND: The street address of the principal office of the corporation is:

6 Pine Valley Court, Holmdel, New Jersey 07733

THIRD: The aggregate number of shares which the corporation shall have the authority to issue is 2,500 shares of Common, having no par value.

FOURTH: The street address of the corporation's initial registered office in the State of Florida is c/o Baker & Hostetler LLP, SunTrust Center, Suite 2300, 200 South Orange Avenue, Orlando, Florida, 32801-3432. The name of the registered agent at such address is A.G.C. Co.

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	Baker & Hostetler LLP SunTrust Center Suite 2300 200 South Orange Avenue Orlando, Florida 32801-3432

SIXTH: The purpose for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporations Act, is as follows: to have all

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of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Signed on April 16, 1998

A.G.C. Co.

By:

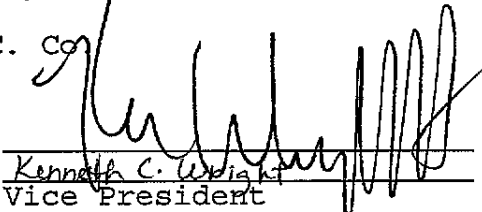

Kenneth C. Wright
Vice President

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Signed on April 16, 1998

A.G.C. Co.

By:


Kenneth C. Wright
Vice President

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