

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, March 1, 1998

This is to Certify that the certificate of incorporation of

WILLIAMS PROFESSIONAL SERVICE, INC.

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its business
subject to all Virginia laws applicable to the corporation and its
business. Effective date:*

March 1, 1998



State Corporation Commission

William J. Bridge
Clerk of the Commission