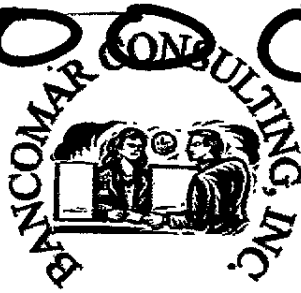


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BANCOMAR CONSULTING, INC.

12220 Southwest, 148th Street *Miami, Florida 33186
Telephone & Fax (786) 293-0800
E-Mail Address : bancomar@hotmail.com

March 1st, 2002

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*****78.75 *****78.75

Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, Fl 32314

FILED
Mar 05, 2002 08:00 AM
Secretary of State

SUBJECT: BANCOMAR CONSULTING, INC.

Enclosed is an original and one (1) copy of the articles of incorporation of Bancomar Consulting, Inc. as well as, a check for \$ 78.75 covering the filing fee (\$ 70.00)and Certificate of Status (\$ 8.75).

Please process and forward all resulting documentation to our office.

Sincerely,

Leoncio O. Martinez
President

EFFECTIVE DATE
03-01-02

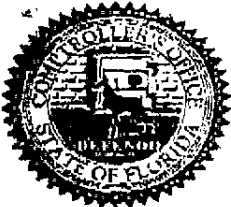
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CB 3-12

MAR-20-2002 11:43

DIVISION OF BANKING

850 410 9548 P.01/01



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

March 14, 2002

Mr. Leo Martinez
12220 SW 66 148 Street
Miami, Florida 33184

Dear Mr. Martinez:

Re: Bancomar Consulting, Inc.

Thank you for your recent letter/fax requesting approval for use of the above-referenced name

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Alex Hager
Director

AH:ker

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

R

The Undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of Incorporation.

ARTICLE I NAME
The name of the corporation shall be:

BANCOMAR CONSULTING, INC.

FILED
Mar 05, 2002 08:00 AM
Secretary of State

ARTICLE II PRINCIPAL OFFICE
The principal place of business and mailing address of this corporation shall be:

**12220 S.W. 148th STREET
MIAMI, FLORIDA 33186**

EFFECTIVE DATE
03/05/02

ARTICLE III PURPOSE
The Corporation is organized for the purpose of transacting any or all-lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to issue is 1000 shares of common stock with a par value of \$ 1 per share

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

**LEONCIO O. MARTINEZ
12220 S.W. 148th STREET
MIAMI, FLORIDA 33186**

ARTICLE VI INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation are:

**LEONCIO O. MARTINEZ
12220 S.W. 148th STREET
MIAMI, FLORIDA 33186**

ARTICLE VII INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one. Each director shall have one vote and all major corporate decisions, including any amendments to these articles of incorporation, require 100% of the votes for approval. The names and address of the initial directors are as follows:

LEONCIO O. MARTINEZ
12220 S.W. 148th STREET
MIAMI, FLORIDA 33186

ARTICLE VIII OFFICERS

The names, titles and addresses of the officers of the corporation shall be as follows:

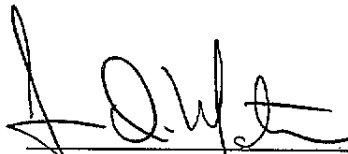
**1.) President and
Secretary :**

LEONCIO O. MARTINEZ
12220 S.W. 148th STREET
MIAMI, FLORIDA 33186

ARTICLE IX EFFECTIVE DATE

The effective date of this corporation will be:

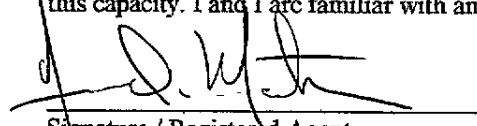
March 1st, 2002



Signature /Incorporator

March 1st, 2002
Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I and I am familiar with and accept the obligations of my position as registered agent.



Signature / Registered Agent

March 1st, 2002
Date