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TO: DIVISION OF CORPORATIONS  
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FAX #:

FROM: GARCIA & AVELLAN, P.A.  
105214001016

ACCT#:

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NAME: ONE ON ONE CONSULTING, INC.

AUDIT NUMBER.....H96000015658

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 2

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**ARTICLES OF INCORPORATION**

**OF**

**ONE ON ONE CONSULTING, INC.**

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**ARTICLE I - NAME/PRINCIPAL OFFICE ADDRESS**

The name of the corporation shall be ONE ON ONE CONSULTING, INC., and its principal address shall be: 15532 S.W. 60th Street, Miami Florida 33193.

**ARTICLE II - NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

**ARTICLE III - SHARES OF STOCK/PAR VALUE**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: One hundred (100) shares at \$.001 value for each share.

**ARTICLE IV - REGISTERED AGENT**

The following is designated as resident agent for the corporation:

Liliana V. Avellan, Esq.  
Garcia & Avellan, P.A.  
306 Alcazar Avenue, Suite 302  
Coral Gables, Florida 33134-4318

**ARTICLE V - DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders. The name and address of the initial Director is:

Mary Ann Delgado      15532 S.W. 60th Street, Miami FL 33193

This document was prepared by:  
Liliana V. Avellan, Esq.  
Florida Bar No.: 987735  
Garcia & Avellan, P.A.  
306 Alcazar Avenue, Suite 302  
Coral Gables, FL 33134-4318  
Tel. (305) 447-0026

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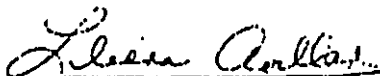
**ARTICLE VI - PRE-EMPTIVE RIGHT**

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, 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.

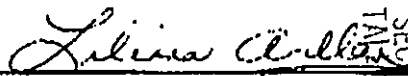
**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator is:

Liliana V. Avellan

306 Alcazar Ave., Ste. 302  
Coral Gables, FL 33134Dated November 6, 1996Liliana V. Avellan  
Incorporator

Having been named as registered agent and 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 further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Liliana V. Avellan  
Registered Agent96 NOV - 6 PM 2:13  
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