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ACCOUNT NO. : 072100000032

REFERENCE : 306066 131156A

AUTHORIZATION *Patricia Pujate*

COST LIMIT : \$ 70.00

ORDER DATE : March 25, 1997

ORDER TIME : 8:59 AM

ORDER NO. : 306066-005

800002123468--9

CUSTOMER NO: 131156A

CUSTOMER: Barry N. Brumer, Esq
BARRY N. BRUMER, ESQ

Major Center Office Plaza
Suite 230 5728 Major Boulevard
Orlando, FL 32819

DOMESTIC FILING

NAME: SARASOTA INTERNATIONAL
TRAINING & CONSULTING
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

FILED
97 MAR 25 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR 25 AM 10:04
DIVISION OF CORPORATION

LSM MAR 25 1997

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the Corporation shall be:

SARASOTA INTERNATIONAL TRAINING & CONSULTING CORPORATION

The principal place of business of this Corporation shall be:

4021 Crockers Lk Bl # 1525
Sarasota, FL 34238

ARTICLE II - TERM OF EXISTENCE

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$10,000.00.

ARTICLE VI - DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders.

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TALLAHASSEE, FLORIDA

ARTICLE VII - STOCK SUBSCRIBERS

The name and address of the stock subscribers are:

NAME: L'Ession Banco de Recursos Humanos Ltda
ADDRESS: Av. Plutao, 222 -
Jardim Novo Horizonte, Carapicuiaba
Sao Paulo - Brazil 60%

NAME: Jefferson D'Angelo Michaelis
ADDRESS: 4021 Crockers Lk B1 # 1525
Sarasota, FL 34238 40%

ARTICLE VIII - OFFICERS

The name and address of each Officer of this Corporation, and their offices in the Corporation are:

NAME: Jefferson D'Angelo Michaelis
ADDRESS: 4021 Crockers Lk B1 # 1525, Sarasota, FL
OFFICE: President

NAME: Deborah Tamara Baccan Michaelis
ADDRESS: 4021 Crockers Lk B1 # 1525, Sarasota, FL
OFFICE: Treasurer/Secretary

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed to them by the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention on a certain amendment to these Articles of Incorporation be made.

ARTICLE X - INCORPORATOR

The incorporator of these Articles of Incorporation is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.

ARTICLE XI - REGISTERED AGENT

The initial registered agent, for notices and service of process, is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.


Barry N. Brumer, Esquire

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Barry N. Brumer, Esquire, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 18th day of March, 1997.

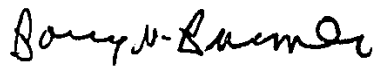


Notary Public
State of Florida at Large
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Barry N. Brumer, Esquire, does hereby accept his appointment as registered agent for SARASOTA INTERNATIONAL TRAINING & CONSULTING CORPORATION.



Barry N. Brumer, Esquire

The above instrument was sworn to and subscribed before me this 18th day of March, 1997.



Notary Public
State of Florida at Large
My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA