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TO: DIVISION OF CORPORATIONS

FAX R: (850)922-4001

FROM: RICARDO MARTINEZ-CID, P.A.
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NAME: ZENEMIL CONSULTING INC.

AUDIT NUMBER.....H98000002797

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

CERT. OF STATUS..0

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 2/11/98

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H98000002797 FEB 18 AM 7:49

ARTICLES OF INCORPORATION
ZENEMIL CONSULTING INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is ZENEMIL CONSULTING INC.

Article II - Purpose

This corporation is organized to provide quality engineering consulting services, and for all other lawful businesses.

Article III - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The principal address of the office of this corporation is 1001 E. 24 Street, Hialeah, Florida 33013.

The name of the initial Registered Agent of this corporation is Lester U. Jimenez of 1001 E. 24 Street, Hialeah, Florida 33013.

Article VI - Initial Board of Directors and Officers

This corporation shall have three (3) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are Ubaldo E. Jimenez, who will also serve as President of this corporation, Lester U. Jimenez U. Jimenez, who will also serve as Vice president, and Esperanza C. Jimenez, who will also serve as Secretary and Treasurer, all of 1001 E. 24 Street, Hialeah, Florida 33013.

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
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Article VII - Incorporator

The name and address of the person signing these Articles is Lester U. Jimenez, of 1001 E. 24 Street, Hialeah, Florida 33013.

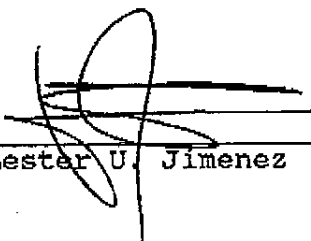
Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date these articles are filed with the Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this February 9, 1998.

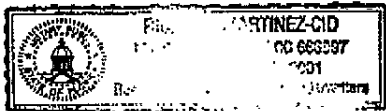


Lester U. Jimenez

STATE OF FLORIDA)
) SS.
MIAMI-DADE COUNTY)

BEFORE ME, the undersigned Notary Public, personally appeared Lester U. Jimenez, known to me personally and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same, and she did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this February 9, 1998.





Notary Public
State of Florida at Large

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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED


WITNESS TO:

That ZENEMIL CONSULTING INC. , desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, Miami-Dade County, has named Lester U. Jimenez, located at 1001 E. 24 Street, Hialeah, Florida 33013; as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of
ZENEMIL CONSULTING INC.

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this February 9, 1998.



Lester U. Jimenez
Registered Agent

FILED
98 FEB 10 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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