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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: CONDOR CONSULTING GROUP, INC.
AUDIT NUMBER.....H98000009127
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-111 5/15/98

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ARTICLES OF INCORPORATION

FILED

OF

98 MAY 14 AM 7:46

CONDOR CONSULTING GROUP, INC.
a Florida Corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this Corporation is CONDOR CONSULTING GROUP, INC., a Florida Corporation.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Ten Dollar (\$10.00) par value common stock, which shall be designed "Common Shares".

ARTICLE V-REGISTERED OFFICE AND AGENT AND CORPORATE ADDRESS

The name and street address of the initial registered office of this Corporation is Jorge L. Lopez-Garcia, 777 Brickell Avenue, Suite 950, Miami, Florida 33131. The initial corporate address of this corporation is 777 Brickell Avenue, Suite 950, Miami, FL 33131.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than TWO (2). The names and addresses of the initial Directors are:

Jorge E. Rodriguez, Esq.
(FL Bar No. 378747)
777 Brickell Avenue, Ste. 950 (305) 358-7600
Miami, FL 33131

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NAME

ADDRESS

Jorge E. Rodriguez

777 Brickell Avenue
Suite 950
Miami, FL 33131

Jorge L. Lopez-Garcia

777 Brickell Avenue
Suite 950
Miami, FL 33131

ARTICLE VII-BYLAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X-INCORPORATOR

The person signing these articles is Jorge L. Lopez-Garcia, whose address is 777 Brickell Avenue, Suite 950, Miami, Florida 33131.

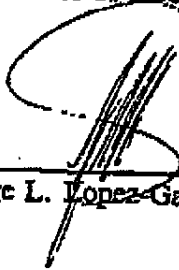
ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this
14th day of May, 1998.



Jorge L. Lopez-Garcia

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this 14th day of May, 1998.



Jorge L. Lopez-Garcia

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