P98800000440 GILBRIDE, HELLER & BROWN, P.A.

ATTORNEYS, AT LAW

ONE BISCAYNE TOWER • 15TH FLOOR
2 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

MEMBER OF THE FLORIDA AND CALIFORNIA BARS

July 1, 1998

TELEPHONE 358-3580 AREA CODE 305 FAX: (305) 374-1756

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

300002580843--4 -07/06/98--01111--011 ****122.50 ****122.50

Re: IFCE Consulting and Marketing Services, Inc.

Gentlemen:

Enclosed are original Articles of Incorporation, Designation of Registered Agent and our firm check in the amount of \$122.50 to cover the fee for registering a new corporation.

If you have any questions, please do not hesitate to contact the undersigned.

Sincerely

SUZANNA S?PEREZ

Assistant to Lawrence R. Heller

SP/enc.

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ARTICLES OF INCORPORATION OF IFCE CONSULTING AND MARKETING SERVICES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE_I

The name of the corporation is IFCE Consulting and Marketing Services, Inc.

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as voting common stock. The maximum number of shares of common stock, which the corporation is authorized to have outstanding is 500 shares of a par value of \$1.00 per share. Holders of common stock are entitled to one vote per share and there shall be no cumulative voting. Holders of all common stock



classes, shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than \$500.00

ARTICLE V BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation commences shall be the time of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE VI TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII ADDRESS

The initial street address of the principal office of this corporation is 701 Brickell Avenue, Suite 2620, Miami, Florida 33131.

ARTICLE VIII

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

ARTICLE IX INITIAL DIRECTORS

The name and address of the initial director of the corporation is:

Hans de Langen, Director, President 701 Brickell Avenue Suite 2620 Miami, Florida 33131.

Lazara Ameng-Torres, Director, Vice President 701 Brickell Avenue Suite 2620 Miami, Florida 33131.

ARTICLE X THE NAME AND ADDRESS OF THE SUBSCRIBER TO THESE ARTICLES OF INCORPORATION

Lawrence R. Heller, Esquire, One Biscayne Tower, Suite 1570, Miami, Florida 33131.

ARTICLE XI 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 by them to the stockholders and approved at a shareholders' meeting by the majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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STATE OF FLORIDA :

COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared Lawrence R. Heller, Esquire, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledges before me that he subscribed to those Articles of Incorporation.

WITNESS, my official seal in the County and State aforesaid, this 1st day of July, 1998.

Notary Public State of Florida

at Large

OFFICIAL NOTARY SEAL SUZANNA S PEREZ NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC737511 MY COMMISSION EXP. MAY 20,2002

My commission expires:

CERTIFICATE OF RESIDENT AGENT OF IFCE CONSULTING AND MARKETING SERVICES, INC.

Pursuant to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

That IFCE Consulting and Marketing Services, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, designates

Lawrence R. Heller, Esquire, whose address is One Biscayne Tower,

Two South Biscayne Boulevard, Suite 1570, Miami, Florida 33131, as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the abovestated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

> LAWRENCE R. HELLER Registered Agent

SECRE MAY OF STATE
DIVISION OF CORPORATIONS