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*****70.00 *****70.00

October 31, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

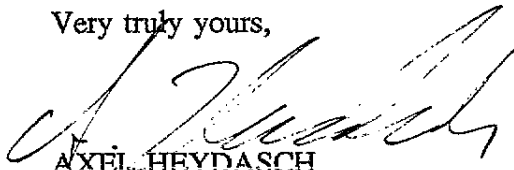
Re: Articles of Incorporation of PM Consulting of America, Inc.

Dear Sir or Madam:

Enclosed please find two copies of the above referenced Articles of Incorporation together with a check in the amount of \$70.00.

Please be so kind to return a stamped copy of the Articles back to us. I have enclosed a self-addressed, stamped envelope for your convenience.

Very truly yours,



AXEL HEYDASCH
Attorney-at-law

AH:av
Enclosures

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97 NOV -3 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PM CONSULTING OF AMERICA, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PM CONSULTING OF AMERICA, INC.

The address of the principal office of this corporation shall be c/o Axel Heydasch, Esq., New World Tower, 100 North Biscayne Boulevard, Suite 3000, Miami, Florida 33132-2395.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 (TEN THOUSAND) shares of common stock at \$1.00 (ONE DOLLAR) par value per share.

ARTICLE IV. REGISTERED AGENT

The Registered Agent will be attorney Axel Heydasch, New World Tower, 100 North Biscayne Boulevard, Suite 3000, Miami, Florida 33132-2305.

FRIEDMAN & HEYDASCH, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

The name and address of the initial Director(s) of this corporation who shall hold office for the first year until his successor is chosen, shall be:

Prof. Dr. Bernd E. Meyer
Hermann - Muenzing Str. 15
74223 Flein
Germany

Manfred Heisen
Wilhelm - Schaeffer Str. 26
74078 Heilbronn
Germany

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are duly elected or appointed are:

President: Manfred Heisen
 Wilhelm - Schaeffer Str. 26
 74078 Heilbronn
 Germany

Secretary: Prof. Dr. Bernd E. Meyer
 Hermann - Muenzing Str. 15
 74223 Flein
 Germany

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Axel Heydasch, P.A.
New World Tower
100 North Biscayne Boulevard
Suite 3000
Miami, Florida 33132-2305

FRIEDMAN & HEYDASCH, P.A.

ARTICLE IX. PREEMPTIVE RIGHTS

The shares of the corporation shall be endowed with preemptive rights, entitling the shareholders thereof to purchase any additional new issues of stock in direct proportion to their ownership of existing stock.

ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation does hereby indemnify each of the Officers and Directors for any of their conduct on behalf of or related to their duties as officers or directors of the corporation and holds them harmless for any acts on behalf of or in connection with their services for the corporation.

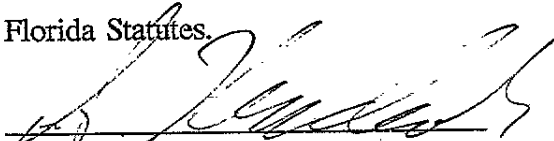
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 31st day of October, 1997.



Axel Heydasch
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

The undersigned, Axel Heydasch, a resident of Dade County, Florida, whose address is New World Tower, 100 North Biscayne Boulevard, Suite 3000, Miami, Florida 33132-2305, having been designated as the Resident Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607 of the Florida Statutes.



Axel Heydasch

FILED
97 NOV -3 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FRIEDMAN & HEYDASCH, P.A.