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JORGE E. OTERO & ASSOCIATES, P.A.

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CORAL GABLES, FLORIDA 33134

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August 16, 2002

SENT VIA FEDERAL EXPRESS

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines St.  
Tallahassee, FL 32399

FILED  
2002 AUG 19 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Re: ARTEMAR CONSULTING, INC.

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-referenced corporation. I am also enclosing a check in the sum of \$122.50 which represents the following fees:

|                      |          |
|----------------------|----------|
| Filing Fee           | \$ 35.00 |
| Certified Copy       | \$ 52.50 |
| Registered Agent Fee | \$ 35.00 |

|       |          |
|-------|----------|
| TOTAL | \$122.50 |
|-------|----------|

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-08/19/02--01046--012  
\*\*\*122.50 \*\*\*\*\*78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,

OTERO & ASSOCIATES, P.A.

By:   
Jorge E. Otero

JEO/ng

Enclosures

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8/20/02

ARTICLES OF INCORPORATION  
OF  
ARTEMAR CONSULTING, INC.

FILED

2002 AUG 19 PM 2:27

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

ARTICLE I

NAME

The name of the corporation is ARTEMAR CONSULTING, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the  
corporate existence of this corporation shall begin shall be upon  
the date of filing of these Articles with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting  
any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one  
class of stock designated as common stock. The maximum number of  
shares of common stock which the corporation is authorized to  
issue and have outstanding is 10,000 shares of common stock with a  
par value of \$1.00 per share. Holders of common stock are  
entitled to vote on all questions required by law on the basis of  
one vote per share and there shall be no cumulative voting.  
Holders of common stock shall have preemptive rights to subscribe  
to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the  
corporation in the State of Florida is 75 Valencia Avenue, Suite  
400, Coral Gables, Florida 33134 and the name of the initial  
registered agent of this corporation at that address is Jorge E.  
Otero & Associates, P.A.

ARTICLE VI

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 1541 Brickell Avenue, Unit C-1009, Miami, Florida 33129.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the initial director is as follows:

Lily Anna Arteaga  
1541 Brickell Avenue, Unit C-1009  
Miami, Florida 33129

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: Jorge E. Otero, Esq., 75 Valencia Avenue, Suite 400, Coral Gables, Florida 33134.

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.

ARTICLE X

INDEMNIFICATION

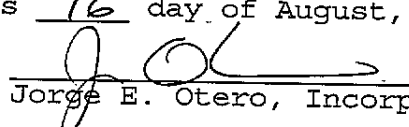
The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who, at the request of the corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 day of August, 2002.

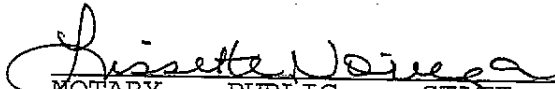
  
Jorge E. Otero, Incorporator

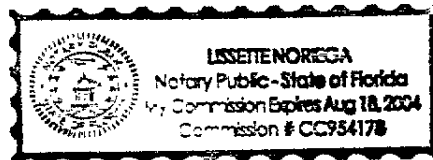
STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Jorge E. Otero**, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16 day of August, 2002.

My Commission Expires:

  
NOTARY PUBLIC, STATE OF  
FLORIDA



CERTIFICATE OF REGISTERED AGENT  
OF  
ARTEMAR CONSULTING, INC.

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted in compliance therewith:


That ARTEMAR CONSULTING, INC., organized under the laws of the State of Florida with its principal office in Miami, Florida, has named Jorge E. Otero, & Associates, P.A., 75 Valencia Avenue, Suite 400, Coral Gables, Florida 33134, County of Miami-Dade, agent to accept service of process within the State.

A C K N O W L E D G M E N T

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 16 day of August, 2002.

JORGE E. OTERO & ASSOCIATES,  
P.A.

By:   
Jorge E. Otero, President

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