POOCOCO 6495 TRANSMITTAL LETTER

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

EFFECTIVE DATE

1-5-00

SUBJECT: LAZARD WANAGEUENT CONSULTANTS, INC.
(Proposed corporate name - must include suffix)

800003090898---4 -01/06/00--01085--005 *****87.50 *****87.50

| sed is an origin | nal and one(1) copy of the artic | cles of incorporation and a | ************************************** | 米米 |
|-------------------------|--|--|--|---------|
| □ \$70.00 Filing Fee | □ \$78.75 Filing Fee & Certificate of Status | \$78.75 Filing Fee & Certified Copy ADDITIONAL CO | \$87.50 Filing Fee, Certified Copy & Certificate of Status | |
| FROM | MS. TANYA | Printed or typed) | | |
| | 2255 GLADE | BRD, Suite | 324A | |
| | BOCA RATO | N P 334 , State & Zip | 13/ TALL 00 T | est |
| | 561 - 3 Daytime | 307 - 1767 Telephone number | AHAS: | |
| | | | OF STA | PM 4:52 |

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 12, 2000

TANYA MUNRO 2255 GLADES ROAD SUTIE 324A BOCA RATON, FL 33431

SUBJECT: LAZARD MANAGMENT CONSULTANTS, INC.

Ref. Number: W00000000972

We have received your document for LAZARD MANAGMENT CONSULTANTS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

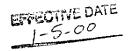
If you have any questions concerning the filing of your document, please call (850) 487-6925.

Angela Howell Document Specialist

Letter Number: 600A00001703

Spoke to Him in your affect - She reviewed
the paperwork and could not find a reason
to return it please speak to her and call me
if there are any problems thank you

**EATTHY NOVES



ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Lazard Management Consultants, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2255 Glades Road, Suite 324A
Boca Raton, FL 33431

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1500.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Tanya Munro, Managing Director 2255 Glades Road, Suite 324A Boca Raton, FL 33431

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are: INTERNATIONAL TECHNOLOGIES & VENTURES, INC.

3511 Silverside Road, Suite 105 County of New Castle

Wilmington, DE 19810 USA

ARTICLE VI EFFECTIVE DATE

The effective date of incorporation is January 5, 2000.

Signature/Incorporator

Date

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 statures 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

Signature/Registered Agent

5th January 2000

Date