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ACCOUNT NO. : 072100000032

REFERENCE : 637860 10321A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 24, 2000

ORDER TIME : 12:23 PM

ORDER NO. : 637860-005

CUSTOMER NO: 10321A

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CUSTOMER: Damaso Saavedra, Esq
SAAVEDRA & PELOSI, P.A.
SAAVEDRA & PELOSI, P.A.
2nd Floor
312 S.e. 17th Street
Ft. Lauderdale, FL 33316

DOMESTIC FILING

NAME: ALLIANCE FOR BUSINESS
CONSULTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

One More GAVE

AUTHORIZATION BY PHONE TO

CORRECT Director's Name

DATE 3/27/00

DOC EXAM. gf

RECEIVED
00 MAR 24 PM 12:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

RECEIVED
00 MAR 24 PM 1:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

OF

ALLIANCE FOR BUSINESS CONSULTING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 24 PM 2:16

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is **ALLIANCE FOR BUSINESS CONSULTING, INC.**

ARTICLE II - TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles are received in the office of the Secretary of State.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. Financial and corporate consulting and economic research;
2. Venture capital investment; and
3. To transact any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is

authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class and shall have a par value of One (\$1.00) Dollar per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - ADDRESS

The street address of the initial registered office of the corporation is 312 S.E. 17th Street, 2nd Floor, Ft. Lauderdale, Florida 33316 and the name of the initial registered agent at such address is Damaso W. Saavedra. The mailing address of the principal office of the corporation is 312 S.E. 17th Street, 2nd Floor, Ft. Lauderdale, Florida 33316.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is two (2). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than two (2). The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME	ADDRESS
Nelson Ivan Andrade	312 S.E. 17th St, 2nd Floor Ft. Lauderdale, FL 33316

Rita Maria Eugenia Dominguez
de Andrade

312 S.E. 17th St, 2nd Floor
Ft. Lauderdale, FL 33316

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

NAME

ADDRESS

Damaso W. Saavedra

312 S.E. 17th Street, 2nd Floor
Ft. Lauderdale, Florida 33316

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 23rd day of March, 2000.



DAMASO W. SAAVEDRA

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared DAMASO W. SAAVEDRA, known to me and known by

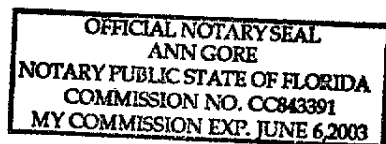
me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he swore to and executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 23rd day of March, 2000.



NOTARY PUBLIC

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 24 PM 2:16

**CERTIFICATE DESIGNATING PLACE OF BUSINESS,
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **ALLIANCE FOR BUSINESS CONSULTING, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Fort Lauderdale, State of Florida, has named **DAMASO W. SAAVEDRA** located at **312 S.E. 17th Street, 2nd Floor, Ft. Lauderdale, Florida 33316** as its agent to accept service of process within Florida.

ALLIANCE FOR BUSINESS CONSULTING, INC.

By


DAMASO W. SAAVEDRA

Date: March 23, 2000

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


DAMASO W. SAAVEDRA

Date: March 23, 2000