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FLORIDA PROFIT CORPORATION OR P.A.

JAT CONSULTING, INC.

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ARTICLES OF INCORPORATION
OF
JAT CONSULTING, INC.

ARTICLE I

The name of the corporation is JAT CONSULTING, INC. (the "Corporation").

ARTICLE II

The address of the principal office of the Corporation, and the mailing address of the Corporation, is: 1541 Brickell Avenue, Apt. 3206, Miami, Florida 33129.

ARTICLE III

The Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty percent (50%) of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1541 Brickell Avenue, Apt. 3206 Miami, Florida 33129, and the name of its initial registered agent at such office is Juan A. Torroella.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until a successor is duly elected and qualified, are:

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Juan A. Torroella
1541 Brickell Avenue, Apt. 3206
Miami, Florida 33129

ARTICLE VII

The name of the Incorporator is David da Silva Cornell and the address of the Incorporator is 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 21st day of June, 2000.


David da Silva Cornell, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of JAT CONSULTING, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes § 607.0505.


Juan A. Torroella, Registered Agent

Dated: June 21, 2000

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