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*****78.75 *****78.75

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. UNIVERSAL MARKETING & BUSINESS CONSULTING, CORP
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
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 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
 RECEIVED
 FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 AUG -4 AM 11:09 AUG -4 PM 1:18

Examiner's Initials

8/4/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -4 PM 1:18

CERTIFICATE OF INCORPORATION

OF

Universal Marketing & Business Consulting. Corp.

We, the undersigned, hereby ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE 1 – NAME

The name of the corporation shall be:

Universal Marketing & Business Consulting. Corp.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**6801 N.W. 77 Ave.
Suite 306C
Miami, FL 33166**

ARTICLE III – PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1,00 (one) par value common stock.

ARTICLE V – PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by: Yesit J. Campo, PA
9572 NW 41 Street
Miami, Fl 33178
(305) 593-2003

ARTICLE VI – INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Oscar Quintero
6801 N.W. 77 Ave.
Suite 306C
Miami, Fl. 33166

ARTICLE VII – BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time by the by-laws, but shall never be less than one (1). The initially directors of this corporation are:

Oscar Quintero

6801 N.W. 77 Ave. Suite 306C
Miami, Fl 33166

ARTICLE VIII – INCORPORATOR

The name and street address of the incorporator to these articles is:

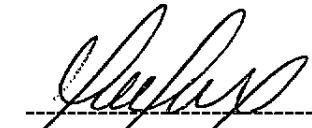
Oscar Quintero
6801 N.W. 77 Ave.
Suite 306C
Miami, Fl. 33166

ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE X – BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 12th day of June, 2000.



Oscar Quintero

CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

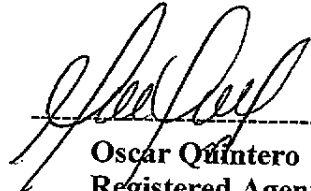
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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WITNESSED:

That **Universal Marketing & Business Consulting. Corp.** desiring to organize under the laws of the State of Florida has appointed Oscar Quintero of 6801 N.W. 77Ave. Suite 306C, Miami, Fl. 33166 as registered agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named by the first board of directors of **Universal Marketing & Business Consulting. Corp.** to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to the act in this capacity, and agree to comply with the applicable provisions of the Florida Statutes, this 12th day of June, 2000.



Oscar Quintero
Registered Agent