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Reply to: Tallahassee Office

By Messenger

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Hemispheric Consulting, Inc.
Formation of Corporation

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-08/30/00--01001--011
*****78.75 *****78.75

Dear Division of Corporations:

Enclosed for filing please find three (3) counterpart originals of the Articles of Incorporation for Hemispheric Consulting, Inc. Please file these Articles, certify one copy, and stamp the other copy "Filed."

I have enclosed a check in the amount of \$78.75 for the filing and certification fees. Our messenger will pick up the certified and stamped copies after 11:00 a.m. on August 31, 2000.

Please call Gary P. Timin, at our Tallahassee office, should you have any questions or require additional information. Thank you for your assistance in this matter.

Respectfully,

Michelle Blanton

Michelle Blanton
Assistant to Gary P. Timin, Esq.

Enclosures

cc(w/o encl.): Michael P. Eastman (fax)

FILED
00 AUG 29 10 4:30
SECRET
TALLAHASSEE
FLORIDA

RECEIVED
00 AUG 29 PM 3:49
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

T. SMITH AUG 29 2000

**ARTICLES OF INCORPORATION
OF
HEMISPHERIC CONSULTING, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

FILED
00 AUG 20 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name and Address**

The name of the Corporation shall be Hemispheric Consulting, Inc. Its principal office shall initially be located at 5101 Collins Avenue, Suite 3M, Miami Beach, Florida 32140. The corporation may establish and maintain the principal office of the corporation at such other place within or outside the State of Florida as may be determined from time to time by the Board of Directors.

**ARTICLE II
Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

**ARTICLE III
Stock**

The authorized capital stock of the Corporation shall consist of Two Hundred Fifty Thousand (250,000) shares of a single class of voting Common Stock with par value of one cent (\$.01) per share. The stock of the Corporation shall be issued for such consideration, and on such terms and conditions, as may be determined by the Board of Directors from time to time.

**ARTICLE IV
Incorporator**

The name and street address of the incorporator of this Corporation are as follows:

Gary P. Timin, Esq.
Katz, Kutter, Haigler, Alderman,
Bryant & Yon, P.A.
106 East College Avenue -- Suite 1200
Tallahassee, Florida 32301

ARTICLE V
Term of Corporate Existence

The Corporation shall exist perpetually unless and until dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The initial registered office of the Corporation shall be 106 East College Avenue, Suite 1200, Tallahassee, Florida, 32301, and the initial registered agent of the Corporation at such office shall be Gary P. Timin, to receive service of process and perform other functions as are required of or undertaken by the registered agent.

ARTICLE VII
Board of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of one or more directors. The initial term of office of the directors named in Article VIII shall be for one year after the date of incorporation, or until the first annual meeting of stockholders, or until their respective successors are elected. The size of the Board may be altered as provided in the bylaws of the Corporation.

ARTICLE VIII
Initial Directors

The Board of Directors shall initially consist of three (3) directors. The initial directors of the Corporation and their respective addresses are:

Michael P. Eastman
5101 Collins Avenue
Suite 3M
Miami Beach, FL 33140

Edwin W. Eastman
22 Davis Street
Alymer, Quebec
Canada J9H5C9

Patricia J. Eastman
22 Davis Street
Alymer, Quebec
Canada J9H5C9

ARTICLE IX
Transactions In Which Directors
Or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee that authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

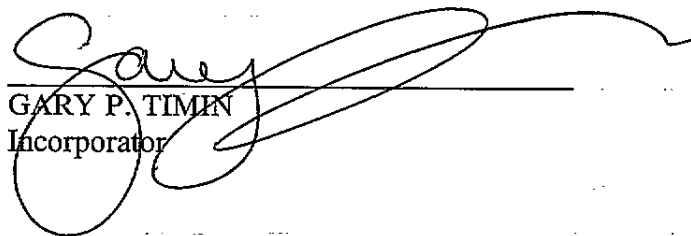
ARTICLE X
Indemnification of Directors and Officers

The Corporation may indemnify, and may insure, its directors, officers, and agents to the fullest extent permitted by applicable Florida law. The Corporation may from time to time adopt by-laws, enter into contracts, purchase insurance, and take other actions authorized by the Board of Directors in accordance with and to implement this Article.

ARTICLE XI
Amendments

These Articles of Incorporation may be amended in any manner authorized or permitted by the Florida Business Corporation Act, as from time to time amended, and in accordance with any provisions of the Corporation's by-laws, consistent with said Act, respecting such amendments.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the incorporator named above as of the 29 day of August, 2000.




GARY P. TIMIN
Incorporator

STATE OF FLORIDA

COUNTY OF LEON

I HEREBY CERTIFY that ~~on this day~~ personally appeared before me, the undersigned authority, Gary P. Timin, to me personally known or who produced a driver's license as identification and known to me to be ~~the person who~~ executed the foregoing instrument, and acknowledged before me that he or she executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 29 day of August, 2000.

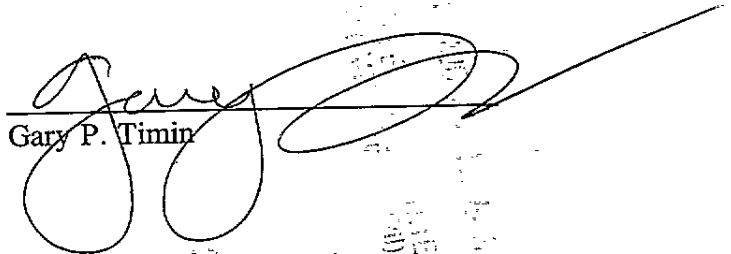


Notary Public
My Commission Expires: _____
Commission Number: _____



ACCEPTANCE OF REGISTERED AGENT

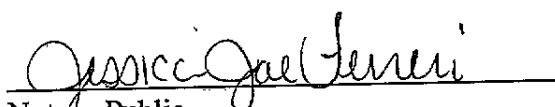
Having been named as registered agent and to accept service of process for Hemispheric Consulting, Inc. at the place designated in its Articles of Incorporation, the undersigned, Gary P. Timin, accepts such appointment and agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.


Gary P. Timin

STATE OF FLORIDA

COUNTY OF LEON

The foregoing Acceptance of Registered Agent for Hemispheric Consulting, Inc. was acknowledged before me on this 29 day of August, 2000, by Gary P. Timin, who is personally known to me or who has produced a driver's license as identification.


Notary Public

My Commission Expires:



Jessica Jae Ferreri
MY COMMISSION # CG670705 EXPIRES
August 31, 2001
BONDED THRU TROY FAIR INSURANCE, INC.