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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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FLORIDA PROFIT CORPORATION OR P.A.

MAGNUS CONSULTING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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**ARTICLES OF INCORPORATION
OF**

MAGNUS CONSULTING, INC.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATE ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE:

MAGNUS CONSULTING, INC.

ARTICLE II: NATURE OF THE BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, AND ANY OTHER STATE, COUNTRY, TERRITORY OR NATION. THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

MAGNUS CONSULTING, INC.
255 ALHAMBRA CIRCLE, SUITE 720
CORAL GABLES, FL 33134

ARTICLE III: CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO ISSUED AND HAVE OUTSTANDING AT ANY ONE TIME IS: 100,000 SHARES OF COMMON STOCK, PAR VALUE \$1.00 PER SHARE.

ARTICLE IV: TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

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ARTICLE V: OFFICERS AND DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE INITIAL OFFICER AND DIRECTOR, WHO SHALL HOLD OFFICE THE FIRST DAY OF THE CORPORATION EXISTENCE UNTIL THEIR SUCCESSORS ARE ELECTED ARE:

PRESIDENT/SECRETARY:

JUAN C. DE ARMAS
255 ALHAMBRA CIRCLE, SUITE 720
CORAL GABLES, FL 33134

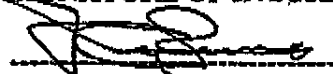
ARTICLE VI: INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION.

JUAN C. DE ARMAS
255 ALHAMBRA CIRCLE, SUITE 720
CORAL GABLES, FL 33134

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS NOVEMBER 30, 2000

SIGNATURE OF INCORPORATOR

A handwritten signature in black ink, appearing to read 'Juan C. De Armas', is written over a horizontal line.

JUAN C. DE ARMAS

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

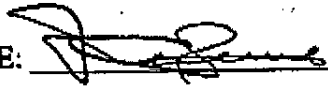
1. THE NAME OF THE CORPORATION IS:

MAGNUS CONSULTING, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

JUAN C. DE ARMAS
255 ALHAMBRA CIRCLE, SUITE 720
CORAL GABLES, FL 33134

SIGNATURE: _____



DATE: NOVEMBER 30, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN
THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AND
AGREED TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES 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.


JUAN C. DE ARMAS

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