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MIAMI, DECEMBER 31, 2000

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

700003523277--9
-01/04/01-01061-011
*****78.75 *****78.75

RE: AQUARIUS CONSULTING SERVICES, INC.

DEAR SIRs:

ENCLOSED IS AN ORIGINAL AND TWO (2) COPIES OF THE ARTICLES OF INCORPORATION AND CHECK NO. 2085 FOR \$ 78.75 FOR THE FILING FEE AND CERTIFIED COPY.

THIS CORPORATION IS TO BE EFFECTIVE JANUARY 1ST. 2001 OR AS CLOSE TO THIS DATE AS ALLOWABLE.

PLEASE SEND CORRESPONDING INCORPORATION PAPERS TO:

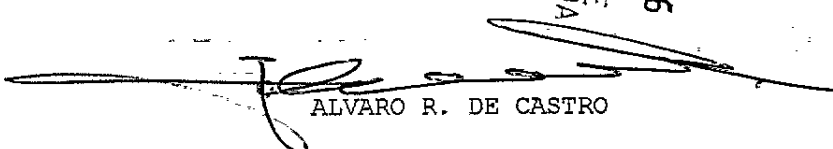
ALVARO DE CASTRO

ADDRESS:
9613 S.W. 133RD. PL
MIAMI, FL 33186

PHONE: 305-387-3392

THANK YOU.

FILED
01 JAN -4 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ALVARO R. DE CASTRO

ARTICLES OF INCORPORATION
OF
AQUARIUS CONSULTING SERVICES, INC.

FILED
01 JAN -4 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY FORMS A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THE CORPORATION SHALL BE:

AQUARIUS CONSULTING SERVICES, INC.

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE :

9613 S.W. 133RD PLACE
MIAMI, FL 33186

ARTICLE II. NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY OR ALL LAWFUL ACTIVITIES OF BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATE, COUNTRY, TERRITORY OR NATION.

ARTICLE III. CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF \$ 1.00 PAR VALUE CAPITAL COMMON STOCK WHICH SHALL BE DESIGNATED "COMMON STOCK". THE SUM OF THE PAR VALUE OF ALL SHARES OF SAID CAPITAL STOCK OF THE CORPORATION THAT HAVE BEEN ISSUED SHALL BE THE STATED CAPITAL OF THE CORPORATION AT ANY PARTICULAR TIME.

ARTICLE IV. ADDRESS

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION SHALL BE 9613 S.W. 133RD. PL - MIAMI, FL 33186, AND THE NAME OF THE INITIAL REGISTERED AGENT OF THE CORPORATION AT THAT ADDRESS IS ALVARO R. DE CASTRO.

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

ADDRESS: 9613 S.W. 133RD PL - MIAMI, FL 33186


ALVARO R. DE CASTRO

ARTICLE V. TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI. SPECIAL PROVISION

IT IS THE INTENT OF THE INCORPORATOR THAT THE CORPORATION WILL QUALIFY UNDER SECTION 1244 OF THE INTERNAL REVENUE CODE AND THAT THE CORPORATION WILL FILE AS A SUBCHAPTER S CORPORATION.

ARTICLE VII. OFFICERS AND DIRECTORS

THIS CORPORATION SHALL HAVE TWO OFFICERS AND DIRECTORS INITIALLY. THE NAME AND STREET ADDRESS OF THE INITIAL OFFICERS AND DIRECTORS WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION, OR UNTIL HIS SUCCESSOR IS ELECTED OR APPOINTED ARE:

NAME

ALVARO R. DE CASTRO - PRESIDENT

FREDA J. DE CASTRO - VICE-PRESIDENT

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR IS:


ALVARO R. DE CASTRO

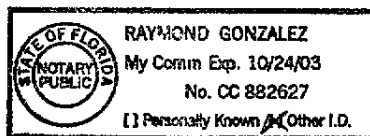
ADDRESS: 9613 S.W. 133RD PL - MIAMI, FL 33186

IN WITNESS WHEREOF, THE UNDERSIGNED HAS HEREUNTO SET HIS HAND ON THIS 28TH DAY OF DECEMBER ~~1999~~ ^(W) 2000 AD

SWORN TO AND SUSCRIBED BEFORE ME THIS 28th DAY OF DECEMBER, ~~1999~~ ^(W) 2000 AD IN MIAMI, DADE COUNTY, FLORIDA.


ALVARO R. DE CASTRO


RAYMOND GONZALEZ



FL DRIV. LIC.