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FAX NO. 2125646997

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800)221-0102
Fax Number : (212)564-6083

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FLORIDA PROFIT CORPORATION OR P.A.

CONTE CONSULTING INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

N. CULLIGAN APR 19 2001 ✓

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ARTICLES OF INCORPORATION
OF
CONTE CONSULTING INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

Article One Name

The name of the corporation shall be: CONTE CONSULTING INC.

Article Two Principal Office

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

1438 Fletcher Street
Hollywood, Florida 33020

Article Three Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock, no par value

Article Four Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

National Corporate Research, Ltd., Inc.
1406 Hays Street, Suite #2
Tallahassee, Florida 32301

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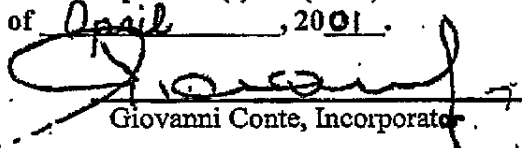
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Article Five Incorporator(s)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Giovanni Conte
3095 St. Victor
Laval, Quebec H7E 2M4

The undersigned incorporator(s) has(have) executed these Articles of Incorporation
this 17 day of April, 2001.


Giovanni Conte, Incorporator

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

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

1. The name of the corporation is: CONTE CONSULTING INC.

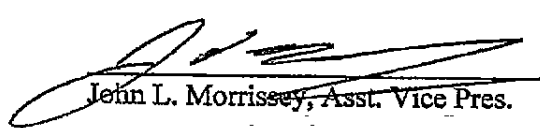
2. The name and address of the registered agent and office is:

National Corporate Research, Ltd. Inc.

1406 Hays Street, Suite #2

Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree 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.


John L. Morrissey, Asst. Vice Pres.

April 18, 2001
Date

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