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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 25 2001

Florida Department of State

Reference: Noel Consultant Corp.
9912 SW 27th St, Miami, Fl 33172

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-05/03/01-01020-015
*****78.75 *****78.75

I am enclosing two copies of the articles of corporation of Noel Consulting Corp. for filing.

Please process this filing accordingly, Should you have any question regarding this matter please call me at (786) 395-9100

Sincerely,



Jose Torres
8502 NW 198th Ter
Miami, Fl 33015

**ARTICLES OF INCORPORATION
OF**

Noel Consultant Corp.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article 1. NAME:

The name of this corporation shall be: Noel Consultant Corp.

Article 2. Nature of 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, or any other State, Country, Territory or Nation.

Article 3. Principal Office:

The principal place of business and mailing address of this corporation shall be:
9912 NW 27th Street Miami Florida 33172

Article 4. SHARES:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of Common Stocks at \$1.00 par value.

Article 5. Term of Existence

This corporation is to exist perpetually.

Article 6. INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and street address of the initial registered agent is:
Jose Torres 8502 NW 198TH Terrace Miami Florida 33015

Article 7. The Board of Directors is as follows:

The name and street address of the initial directors are:
Noel Perez [PD] 9912 NW 27th Street Miami Florida 33172

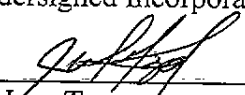
Article 6. Effective Date:

The effective date of these Articles of Incorporation shall be: April 25th, 2001

Article 7. Incorporator:

The name and street address of the Incorporator to these Articles of Incorporation is:
Jose Torres 8502 NW 198TH Terrace Miami Florida 33015

The undersigned Incorporator has executed these Articles of Incorporation on April 25th, 2001



Jose Torres

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TALLAHASSEE, FLORIDA

Prepared By:
Jose G. Torres
8502 NW 198th. Terrace,
Hialeah, FL 33015
(786) 395-9100

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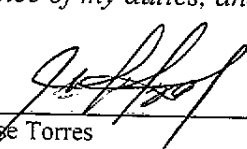
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TALLAHASSEE, FLORIDA

**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 : **Noel Consultant Corp.**
2. The name and address of the registered agent and office is:
Jose Torres 8502 NW 198TH Terrace Miami Florida 33015

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.



Jose Torres

April 25th 2001
Date

Prepared By:
Jose G. Torres
8502 NW 198th. Terrace,
Hialeah, FL 33015
(786) 395-9100