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January 22, 2002

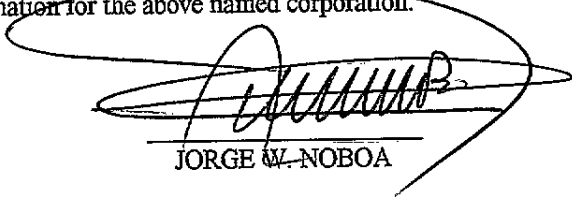
Secretary of State
Divisions of Corporations
P.O. Box 6327
Tallahassee FL 32314

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-01/28/02--01094--001
****122.50 *****78.75

Re: 5 HATS INC.

Gentlemen:

Enclose please find the original and one copy of Articles of Incorporation,
together with my check in the amount of \$122.50.
This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation
and Fee for Registered Agent Designation for the above named corporation.


JORGE W. NOBOA

Mailing address of corporation
16400 Collins Avenue, Suite 1641
Miami Beach Florida 33160

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN 28 AM 7:43

for
2/1

ARTICLES OF INCORPORATION

**OF
5 HATS INC.**

The undersigned subscriber(s) to these Articles of Incorporation, each natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

THE NAME OF THIS CORPORATION IS :

5 HATS INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are : MANAGEMENT CONSULTING GROUP, CONSULT NATIONAL AND INTERNATIONAL COMPANIES.

And, in general , to carry on any business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills or exchange, promissory notes or other obligations or negotiable instruments.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is : two hundred common shares with a par value of five dollar (\$5.00)

ARTICLE IV
AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than : one thousand dollars (\$1000.00).

ARTICLE V

This corporations shall have perpetual existence.

ARTICLE VI

The initial post office address of the principal office of this corporation is in the State of Florida is:

16400 Collins Avenue Miami Beach Florida 33160 *Suite 1641*

The board of directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within the United States.

**ARTICLE VII
DIRECTORS(S)**

This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The name (s) and post office address (es) of the number of the first board of directors, who subject to the provisions of the Certificate of Incorporation, by By-Laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

Jorge W Noboa
16400 Collins Avenue Suite 1641
Miami Beach Florida 33160

ARTICLE IX

SUBSCRIBERS

The names and post office addresses of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof, are:

Jorge W Noboa
16400 Collins Avenue Suite 1641
Miami Beach Fl. 33160
200 Shares

**ARTICLE X
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board Of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by 100% of the stock to vote thereon.

ARTICLE XI

DESIGNATION OF REGISTERED RESIDENT AGENT

That Louis D. Garcia located at 13446 S.W. 62 Street, City of Miami, State of Florida, is hereby named Registered resident agent for this corporation to be its agent and to accept service of process within the State of Florida at his registered office.

I, THE UNDERSIGNED, being each and all of the original subscribers to the capital stock hereabout named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledges and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do hereabout set forth as to , and accordingly have hereunto set forth as to each of us, and accordingly have hereunto set our hand and seals this 22nd day of January 2002..



JORGE W. NOBOA

ACKNOWLEDGMENT

Having been named to accept service of process for 5 HATS INC. at the place designated in this article, I hereby accept to act in this capacity and agree to comply with this provision of said act relative to keeping open said office.



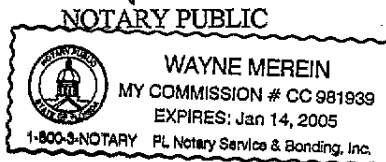
By _____
Registered Resident Agent

County OF DADE :

I hereby certify, that on this day before me, a notary public, duly authorized to administer oaths and take acknowledgments, personally appeared, to me well known to be the person (s) describe as subscribers in and who executed the foregoing Articles of Incorporation's. and acknowledged before me that they subscribed to those Articles of incorporation

Witness , by my hand and seal in the in the County and State named above, this 22nd. day of January 2002.

My commission expires :



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN 28 AM 7:43