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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 22 AM 9:57

Manuel Rodriguez-Perez
8210 S.W. 82nd Court
Miami, Florida 33143

March 18, 2002

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

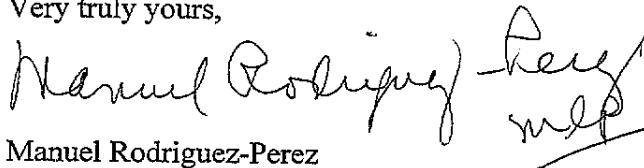
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*****78.75 *****78.75

Dear Sirs:

Enclosed please find original and one copy of the Articles of Incorporation of **CONSULTEC, INC.** for filing with the Division of Corporations. Also enclosed is a check in the amount of \$78.75 representing payment of filing fee and fee for a certified copy. Please forward the certified copy to my attention at the above address. If you have any questions, kindly contact me at 305-273-4038.

Thank you for your assistance and cooperation.

Very truly yours,


Manuel Rodriguez-Perez

Enclosures

WZ-5663

F. CHESSEY MAR 28

ARTICLES OF INCORPORATION

OF

CONSULTEC, INC.

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The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation is:

CONSULTEC, INC.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the corporation shall be at 8210 S.W. 82nd Court, Miami, Florida 33143.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Manuel Rodriguez-Perez
8210 S.W. 82nd Court
Miami, Florida 33143

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the shareholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street addresses are:

Names

Addresses

Manuel Rodriguez-Perez

8210 S.W. 82nd Court, Miami, Florida 33143

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

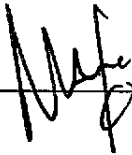
Manuel Rodriguez-Perez
8210 S.W. 82nd Court
Miami, Florida 33143

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 shareholders, and approved at a shareholders' meeting by at least a majority of the shares entitled to vote thereon, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 18th day of MARCH, 2002.



Manuel Rodriguez-Perez

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Manuel Rodriguez-Perez who is (personally known to me) and who, being first by me duly sworn, acknowledged that he is the person described as Incorporator and who is authorized to execute the foregoing Articles of Incorporation, and that he has read the Articles of Incorporation and they are true and correct to the best of his knowledge and belief, and he executed the same in my presence, this 18th day of March, 2002.

SWORN to and SUBSCRIBED before me this 18th day of March, 2002.

Carmen Rosa Marrero

Carmen Rosa Marrero
NOTARY PUBLIC



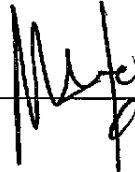
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted, in compliance with said Statutes:

That CONSULTEC, INC., desiring to organize under the laws of the State of Florida, with its initial registered office at **8210 SW 82 CT Miami, FL 33143** Miami-Dade, State of Florida, appoints **Manuel Rodriguez-Perez** as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Statutes relative to keeping open said office.



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