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SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

genesis consultancy usa inc.

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 6, 2002

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SUBJECT: GENESIS CONSULTANCY USA INC.
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**Articles of Incorporation
of
Genesis Consultancy USA Inc.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Subscriber to these Articles of Incorporation is competent to contract and hereby forms this corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is Genesis Consultancy USA Inc. The corporation may use such other names, marks and designations as may be authorized by the corporate By-Laws and laws of the State of Florida.

ARTICLE II - PRINCIPAL OFFICE

The initial office and place of business of this corporation and its mailing address are 105 South Narcissus Avenue, Suite 812, West Palm Beach, Florida 33401.

ARTICLE III - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved voluntarily or by action of law.

George C. J. Moore, Esq.
Suite 812, 105 S. Narcissus Avenue
West Palm Beach, Florida 33401
(561)833-9000
Florida Bar No. 152099

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ARTICLE V - CAPITAL STOCK

This corporation shall have power to issue One Thousand shares of stock, all of one class and all of a par value of One Dollar (\$1.00) per share. The By-Laws of this corporation may authorize additional shares of stock of the same or different class with the same or different par value. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the directors. Property, labor or services may also be purchased with the capital stock at a valuation to be fixed by the directors.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be 105 South Narcissus Avenue, Suite 812, West Palm Beach, Florida 33401. The corporation may have branch offices or places of business at any place or places within or without the State of Florida or in foreign countries. The name of the Registered Agent of this corporation is George C. J. Moore.

ARTICLE VII - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or subsequently decreased in accordance with the laws of the State of Florida and the By-Laws of the corporation.

ARTICLE VIII - DIRECTORS AND OFFICERS

The name, street address, and position of the officers and directors of this corporation are as follows:

David Edmondson
Genesis Consultancy Ltd.
12-50 Kingsgate Road
Kingston
Surrey KT2 5AQ
England

President, Secretary and Director

ARTICLE IX - SUBSCRIBER

The name and street address of the Subscriber to these Articles of Incorporation, the number of shares of stock to be issued to the Subscriber, and the value of the consideration for the shares subscribed are as follows:

David Edmondson
Genesis Consultancy Ltd.
12-50 Kingsgate Road
Kingston
Surrey KT2 5AQ
England

Five Hundred Shares
\$500

IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal to these
Articles of Incorporation this Fifth day of September, 2002.

David Edmondson
David Edmondson

OATH

Before me, an official authorized to administer oaths, appeared David Edmondson, known
or identified to me to be the person named above, who executed the foregoing Articles of
Incorporation of Genesis Consultancy USA Inc. for the purposes stated therein.

WITNESS my hand and seal at Suite 3 Dudley House Bracknell Berkshire
this 5th day of September, 2002. England

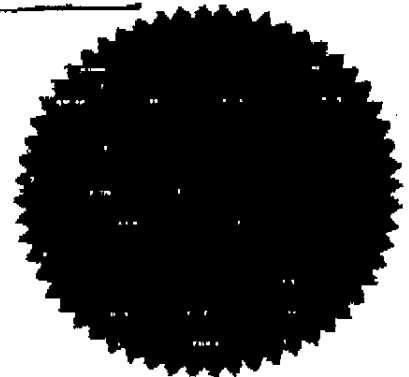
Anthony Brooker

Anthony Brooker
NOTARY PUBLIC

Commission Expires SEP 2005

Brooker Grindrod

Suite 3 - Dudley House - Bracknell
Berkshire RG12 1LL
Tel: 01344 840000



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, George C. J. Moore, hereby accept the appointment of Registered Agent for
Genesis Consultancy USA Inc. I know and accept the obligations of Registered Agent under
applicable Florida Statutes.

Dated this 5th day of September, 2002.

George C. J. Moore
George C. J. Moore

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