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FLORIDA PROFIT CORPORATION OR P.A.

management assistance corp.

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**ARTICLES OF INCORPORATION
OF
MANAGEMENT ASSISTANCE CORP.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation is MANAGEMENT ASSISTANCE CORP.

ARTICLE II. PRINCIPAL OFFICE

The principal office of business and mailing address of this corporation is 3178 LA MIRAGE DR., LAUDERHILL, FL 33319.

ARTICLE III. PURPOSE

This corporation shall engage in the business of rendering management assistance to business organizations and may engage or transact in any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is one hundred, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is JAMES BALLETTA, 3178 LA MIRAGE DR., LAUDERHILL, FL 33319.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator of these articles of incorporation is JAMES BALLETTA, 3178 LA MIRAGE DR., LAUDERHILL, FL 33319.

IN WITNESS WHEREOF, JAMES BALLETTA has signed these presents for the intent and purpose set forth this 9 day, of November, 2002.


JAMES BALLETTA
Incorporator

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

Pursuant to the provisions of Section 617.0501, 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.

First - That MANAGEMENT ASSISTANCE CORP.

Desiring to organize under the Laws of the State of FLORIDA with its principal office, as

indicated in the Articles of Incorporation has named JAMES BALLETTA,

located at 3178 LA MIRAGE DR., City of Lauderdale, County of Broward, State of Florida, as

its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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.

SIGNATURE

(Registered Agent)

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