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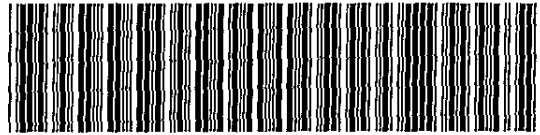
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03 JAN 30 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

LAW OFFICES
JOHN GALE

A PROFESSIONAL ASSOCIATION

Brickell Bay Office Tower
1001 Brickell Bay Drive, Suite 1508
Miami, FL 33131

Tel: (305) 536-0100
Fax: (305) 536-0120

January 23, 2003

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


RE: Articles of Organization
D'America Consulting, Inc.

Dear Secretary:

Enclosed is an original and copy of the above-referenced Articles. Also enclosed is my client's check in the amount of \$78.75 for a certified copy of the filed Articles. The requisite stamped return envelope is also attached.

Thank you for your kind cooperation in the filing and certification of same.

Very truly yours,

A large, stylized handwritten signature in black ink, appearing to read "J. Gale", is written over a large, hand-drawn oval. The signature is fluid and cursive.

John Gale, Esq.

JG:gb

Enclosures

APPROVED
AND
FILED

ARTICLES OF INCORPORATION

03 JAN 30 PM 12:22

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D'AMERICA CONSULTING, INC

ARTICLE I

NAME

The name of this corporation shall be:

D'AMERICA CONSULTING, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business in the State of Florida including, but not limited to, advertising, public relations, marketing, media, consulting, sales.

ARTICLE IV

STOCK

The corporation is authorized to issue one hundred (100) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated as "common shares."

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, on the sale of or cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. —

ARTICLE VI

REGISTERED OFFICE AND AGENT AND PRINCIPLE PLACE OF BUSINESS

The street address of the initial registered office of this corporation is 5904 Twin Lake Drive, Miami, FL 33143 and the name of the initial Registered Agent of this corporation at that address is **MAGDA ORTA**. The principle place of business is 5904 Twin Lake Drive, Miami, FL 33143

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may increase or decrease from time to time by the by-laws; however, there shall never be less than one (1) director nor more than five (5). The names and addresses of the initial Board of Directors of the corporation are :

MAGDA ORTA	President	5904 Twin Lake Drive Miami, Florida 33143
DR. CLAUDIA URIBE	Vice President/Secretary	20335 West Country Club Drive #2507 Aventura, FL 33180

ARTICLE VIII

INCORPORATORS

The name and address of the incorporator of these Articles is **MAGDA ORTA**, 5904 Twin Lake Drive, Miami, FL 33143. —

ARTICLE IX

INDEMNIFICATION


The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of January, 2003.


MAGDA ORTA, President

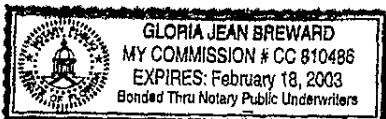
STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared MAGDA ORTA to me known to be the person described herein, or who produced _____ as identification, and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 22nd day of January, 2003.


NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE

My Commission Expires:



APPROVED
AND
FILED

03 JAN 30 PM 12: 22


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of section 607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designing the registered office/registered agent, in the state of Florida.

1. The name of the corporation is **D'AMERICA CONSULTING, INC.**
2. The name and address of the registered agent and office is:

MAGDA ORTA
5904 Twin Lake Drive
Miami, FL 33143


MAGDA ORTA, President

Date: January 22, 2003

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.


MAGDA ORTA (Signature)

1-22-03
Date