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FLORIDA PROFIT CORPORATION OR P.A.

s & I consultants, inc.

Certificate of Status	0
Certified Copy	1
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Charter No. _____

ARTICLES OF INCORPORATION

OF

S&L CONSULTANTS, INC.

ARTICLE I - NAME

The name of this corporation is S&L CONSULTANTS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1320 Lugo Avenue, Coral Gables, FL 33156, and the name of the initial Registered Agent of this Corporation is Ana M. Santisteban, Esq. The principal place of business is 1320 Lugo Avenue, Coral Gables, Miami-Dade County, Florida 33156.

ARTICLE VII - INITIAL BOARD OF DIRECTORS
AND OFFICERS

This corporation shall have one (1) President / Director and one (1) Vice President / Director, initially. The number of directors may be either be increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names of the initial officers and directors of this corporation are:

J. Robert Sousa	President and Director
1320 Lugo Avenue	
Coral Gables, FL 33156	

William R. Londres	Vice President and Director
3580 Paddock Road	
Weston, FL 33326	

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator, signing these Articles is:

J. Robert Sousa
1320 Lugo Avenue
Coral Gables, FL 33156

ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s).

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51%) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

ARTICLE XII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

ARTICLE XIII - SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

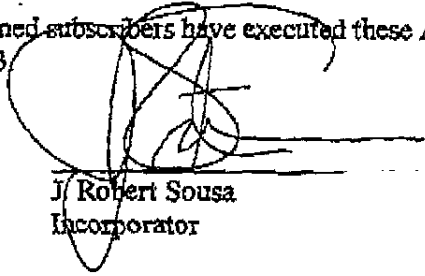
ARTICLE XIV - INDEMNIFICATION

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

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 12 day of February, 2003.


J/ Robert Sousa
Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

This foregoing instrument was acknowledged before me this 12 day of February, 2003 by J. Robert Sousa, as incorporator for S&L CONSULTANTS, INC. who personally appeared before me at the time of notarization and who is personally known to me or has produced _____ as identification and who (did/did not) take an oath.

NOTARY PUBLIC:

Sign:

Print:


ANA M. SANTESTEBAN

State of Florida at Large

My Commission Expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT S&L CONSULTANTS, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT THE CITY OF CORAL GABLES, STATE OF FLORIDA, HAS
NAMED ANA M. SANTISTEBAN, ESQ. AS REGISTERED AGENT, LOCATED AT 3127
PONCE DE LEON BLVD, CORAL GABLES, FLORIDA 33134 AS THE AGENT UPON
WHOM PROCESS MAY BE SERVED. THE PRINCIPAL ADDRESS OF THE BUSINESS IS
1320 LUGO AVENUE, CORAL GABLES, FLORIDA 33156.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:


Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE:


ANA M. SANTISTEBAN, ESQ.
(REGISTERED AGENT)

DATED:

FEB 12, 2003

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TALLAHASSEE, FLORIDA

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