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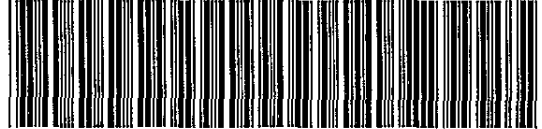
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/12/03--01092--004 **78.75

EFFECTIVE DATE
7-1-03

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 MAY 12 AM 10:52

BR 5/2

Wagner Lipnharski
6220 S. Orange Blossom Trail, Ste. 603
Orlando, Florida 32809-4688

Telephone 1-321-689-0506
Fax 1-407-812-5531

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314-6327

Re: Articles of Incorporation For
GuideTrack Business Services, Inc.
(a For Profit Corporation)

Dear Sir or Madam:

Enclosed herein please find an original and one copy of properly executed Articles of Incorporation and Acceptance of Resident Agent for GuideTrack Business Services, Inc., a for profit corporation, for filing.

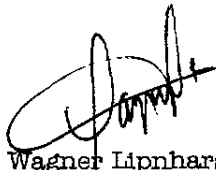
Also, enclosed is our check in the amount of \$78.75, made payable to Florida Secretary of State, to cover the following costs:

Filing Fee for Articles of Incorporation	\$35.00
Resident Agent Fee	\$35.00
Certified Copy Fee	\$8.75
Total	\$78.75

Please forward the certified copy of the Articles of Incorporation to the undersigned at the address set forth below.

Thank you for your courteous cooperation.

Sincerely yours,



Wagner Lipnharski
6220 S. Orange Blossom Trail, Ste. 603
Orlando, Florida 32809-4688

Enclosure: Original and one copy of Articles of Incorporation
Check for Filing Fee

EFFECTIVE DATE

7-1-03

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of
GuideTrack Business Services, Inc.

03 MAY 12 AM 10:53

The undersigned, being natural persons of the age of eighteen (18) years or more, acting as the incorporators of a Corporation, hereby adopts the following Articles of Incorporation for such Corporation, under the laws of the State of Florida:

■ **Article 1 - Name**

The name of the Corporation is GuideTrack Business Services, Inc.

■ **Article 2 - Address**

The principal place of business and the mailing address of this Corporation shall be:

6220 S. Orange Blossom Trail, Ste. 603
Orlando, Florida 32809-4688,

and the Board of Directors may from time to time move the principal office to any other address in Florida, and so notify the Secretary of State.

■ **Article 3 - Commencement of Existence**

The date for commencement of the Corporation's existence shall be July 1, 2003.

■ **Article 4 - Term of Existence**

The Corporation shall have perpetual existence.

■ **Article 5 - Nature of Business**

This Corporation is organized for the purpose of transacting consulting, management, administrative, operational, and supporting services for Latin American companies interested in starting or developing business activities in the United States, as well as doing any and all other lawful business.

■ **Article 6 - Purpose**

Observing its nature of business, the specific purpose for which this Corporation is organized is the transaction of services in the following areas of business:

1. Strategic definitions, strategic plan, business plan, marketing plan, management plan, investments plan, and other related strategy oriented services.
2. Market research, project investigations, business negotiations, business agreements, technology transfer, and other related market oriented services.

3. Business presence, public relations, advertising, and other publicity related services.
4. Information technology, information systems, Internet based solutions, and other computer related services.
5. Connecting companies with top freelance and contract talent locally or globally, and other staffing related services.
6. Management counseling, for improving business and individual growth.

■ Article 7 - Capital Stock

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which shall be designated Common Shares.

■ Article 8 - Powers

The Corporation shall have the power:

1. To have perpetual succession by its corporate name.
2. To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
3. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
4. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
6. To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign Corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
8. To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income

9. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
10. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.
11. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
12. To make and alter Bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.
13. To make donations for the public welfare or for charitable, scientific or educational purposes.
14. To transact any lawful business, which the Board of Directors shall find will be in aid of governmental policy.
15. To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
16. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
17. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any Corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
18. To have and exercise all powers necessary or convenient to effect its purposes.

■ Article 9 - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is

6220 S. Orange Blossom Trail, Ste. 603
Orlando, Florida 32809-4688

and the name of its initial registered agent at such address is

Wagner Lipnharski.

■ Article 10 - Corporate Officers

The number and the names of the Corporate Officers shall be fixed by the Board of Directors of the Corporation. The names and addresses of the persons who are to serve as initial Corporate Officers are:

President:

Wagner Lipnharski
13438 Mallard Cove Blvd
Orlando, Fl 32837-5314

Secretary and Treasurer:

Paulo Roberto Maia
3837 Double Eagle Dr., Apt. 2722
Orlando, Fl 32839-3521

■ Article 11 - Board of Directors

The number of directors shall be fixed in the manner provided in the Bylaws of the Corporation. The initial Board of Directors will consist of 4 (four) directors and the names and addresses of the persons who are to serve as directors are:

Wagner Lipnharski
13438 Mallard Cove Blvd
Orlando, Fl 32837-5314

Angela Maria Reis
13438 Mallard Cove Blvd
Orlando, Fl 32837-5314

Paulo Roberto Maia
3837 Double Eagle Dr., Apt. 2722
Orlando, Fl 32839-3521

Carmen Garcia
3837 Double Eagle Dr., Apt. 2722
Orlando, Fl 32839-3521

■ Article 12 - Liability

A director is not liable to the Corporation or members for monetary damages for an actor omission in directs capacity as director except to the exempt otherwise provided by a Statute of the State of Florida.

■ Article13 - Indemnification

The Corporation may indemnify a person who is or was threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a

director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the Bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members or other related to the Corporation.

■ **Article 14 - References**

All references in these Articles of Incorporation to Statutes, Regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

■ **Article 15 - Bylaws**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

■ **Article 16 - Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

■ **Article 17 - Incorporators**

The name and address of the person signing these Articles of Incorporation and serving as the incorporators are:

Wagner Lipnharski
13438 Mallard Cove Blvd
Orlando, FL 32837-5314

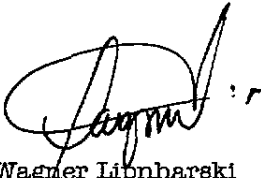
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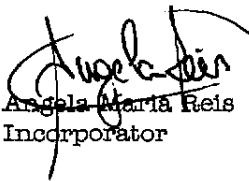
Carmen Garcia
3837 Double Eagle Dr., Apt. 2722
Orlando, FL 32839-3521

In Witness Whereof,

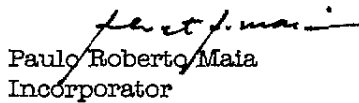
the undersigned incorporators executed these Articles of Incorporation, this 11th day of April of 2003.



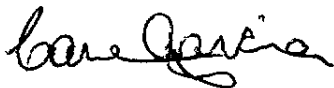
Wagner Lipnharski
Incorporator



Angela Maria Reis
Incorporator



Paulo Roberto Maia
Incorporator

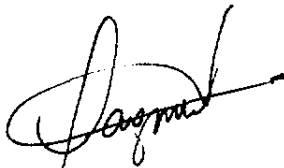


Carmen Garcia
Incorporator

**Acceptance by
Registered Agent**

Wagner Lipnharski who has been a bona fide resident of Florida, hereby accepts his appointment as Registered Agent of GuideTrack Business Services, Inc., to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against this Corporation in any of the courts of Florida, and affirms that his office at the address set forth in the foregoing Articles shall serve as the registered office of the Corporation.

Orlando, Florida, on the 11th day of April of 2003.

A handwritten signature in black ink, appearing to read 'Wagner Lipnharski', with a stylized flourish extending from the end.

Wagner Lipnharski