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DIVISION OF CORPORATION

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LAZARUS CORPORATE FILING SERVICE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MAS ACCOUNTING & CONSULTING, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF

MAS Accounting & Consulting, Inc

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

MAS Accounting & Consulting, Inc

ARTICLE II

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

8180 N.W. 36 Street, ste #308
Miami, FI 33166

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

500 shares (five hundred) @
\$ 1.00 (one dollar)

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Tanya Fuentes
8180 N.W. 36 Street, ste #308
Miami, FI 33166

ARTICLE V INCORPORATOR (S)

The name(s) and street address(es) of the incorporator to these Articles of Incorporation is (are):

Tanya Fuentes, President
8180 N.W. 36 Street, ste #308
Miami, FL 33166

The undersigned has(have) executed these Articles of Incorporation this 5th day of March 2004.

Tanya N. Fuentes President
Signature/ Title

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statute, 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.

1. The name of the corporation is: MAS Accounting & Consulting, Inc
2. The name and address of the registered agent and office is:

Tanya Fuentes
8180 N.W. 36 Street, ste #308
Miami, FL 33166

Signature Tanya D. Fuentes
Title President
Date 3/5/04

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFIED, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL MY STATUS RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature Tanya D. Fuentes
Date 3/5/04