

APR-02-04 FRI 05:19 PM

LAZARUS CORPORATION

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MAR & ASSOCIATES CONSULTING GROUP, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 2, 2004

LAZARUS CORPORATE FILING SERVICE, INC.

SUBJECT: MAR & ASSOCIATES CONSULTING GROUP, INC.
REF: W04000013003

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Tammy Hampton
Document Examiner
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FAX Aud. #: H04000069655
Letter Number: 104A00021861

H04000069655

**ARTICLES OF INCORPORATION
OF**

MAR & ASSOCIATES CONSULTING GROUP, INC.

I, (we), the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be MAR & ASSOCIATES CONSULTING GROUP, INC. and the initial address of this corporation shall be 5510 Castlegate Avenue, Davie, Florida 33331.

ARTICLE II

This corporation may engage in any business or activity permitted by the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$ 1.00	common

The consideration for all the said stock shall be payable in cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter.

ARTICLE V

The initial registered office of this corporation shall be at 5510 Castlegate Avenue, Davie, Florida 33331, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be MIGUEL RODRIGUEZ.

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FLORIDA SECRETARY OF STATE

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ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the initial director(s) of this corporation who shall hold office for the year or until their successors are duly elected and qualified shall be:

MIGUEL RODRIGUEZ
5510 CASTLEGATE AVE
DAVIE, FL 33331

&

GEORGINA CASAL
5510 CASTLEGATE AVE
DAVIE, FL 33331

ARTICLE VIII

The name and address of the incorporator is MIGUEL RODRIGUEZ, 5510 CASTLEGATE AVE, DAVIE, FLORIDA 33331.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he (she) or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation, or who is interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if here were not such a director or officer of such corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

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ARTICLE XI


IN WITNESS WHEREOF, I the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both with and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 1st day of April, 2004.

Flat 2362-542-64-720-20

Witness my hand and official seal in the State and County aforesaid, this 1st day of April, 2004.

Subscribed and sworn before me, this 1
day of April, 2004, a Notary Public
in and for Miami Dade County,
State of Florida

[Signature]
(F. 100-106)
NOTARY PUBLIC
My Commission Expires: 7/2005

 MYRA GARCIA
MY COMMISSION # DD 078787
EXPIRES: December 7, 2005
1-800-9-NOTARY FL Notary Service & Bond, p. 10c

APR-02-04 FRI 05:21 PM LAZARUS CORPORATION

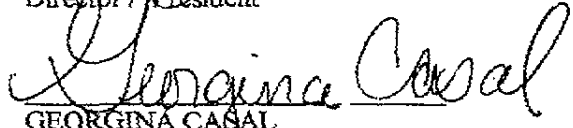
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ARTICLE XII

The By-Laws of this Corporation may be created, amended, changed or replaced by either the stockholders or the Directors of the Corporation at any duly scheduled special meeting called for that e purpose.

I,(we), the undersigned, do hereby subscribe, acknowledge and file these Articles of Incorporation, hereby certify that the facts herein stated are true and correct and accordingly hereto set my (our) hand and seal this 1st day of April, 2004.


MIGUEL RODRIGUEZ
Director / President


GEORGINA CASAL
Secretary / Treasurer

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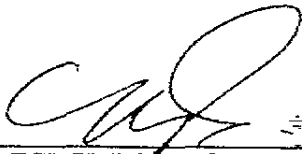
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of the State of Florida, the following is submitted:

First: MAR & ASSOCIATES CONSULTING GROUP, INC., desiring to
organize under the laws of the State of Florida, has named MIGUEL RODRIGUEZ,
5510 CASTLEGATE AVE, Davie, Florida 33331, as its statutory Registered Agent.

Second: That MIGUEL RODRIGUEZ having been named the statutory
Registered Agent of the above corporation at the place designated in this capacity, agrees
to comply with the provisions of Florida law relative to keeping the registered office
open, and I accept the obligations of Section 607.325 Florida Statutes.



MIGUEL RODRIGUEZ
Registered Agent

Dated: this 1st day of
April, 2004.

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CERTIFICATE OF DESIGNATION


REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 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.

1.- The name of the corporation is: MAR & ASSOCIATES CONSULTING GROUP, INC.

2.- The name and address of the registered agent and office is: MIGUEL RODRIGUEZ, 5510 CASTLEGATE AVE DAVIE, FL 33331

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 THAT I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


MIGUEL RODRIGUEZ
Dated: this 1ST day of
April, 2004.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA