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Division of Corporations

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A & V CONSULTING GROUP, INC.

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Florida Dept of State

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 14, 2005

EXPRESS

(Second Attempt)

SUBJECT: A & V CONSULTING GROUP, INC.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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Articles of Incorporation of A & V Consulting Group, Inc.

ARTICLES OF INCORPORATION
OF
A & V CONSULTING GROUP, INC.

ARTICLE I

NAME

The name of the corporation is:

A & V CONSULTING GROUP, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS

To engage in consultant and advisory work in connection with the organization, financing, management, operation and reorganization of commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct or operation, and supervision of all kinds of businesses.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and all matters expressed in each clause shall, unless otherwise herein expressly provided, be in nowise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general

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Articles of Incorporation of A & V Consulting, Inc.

terms of the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Business Corporation Act of this State to corporations organized thereunder, and amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided however that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry or do.

ARTICLE III

CAPITAL STOCK

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

100,000 shares, one common class, one cent (\$0.01) par value.

ARTICLE IV

CORPORATE EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

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Articles of Incorporation of A & V Consulting, Inc

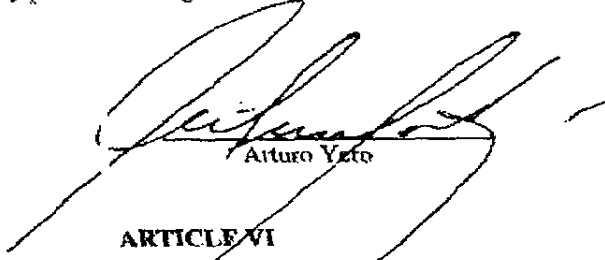
The corporation's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: Arturo Yero, P.A.

Initial Registered Office: 10271 Sunset Dr. Suite 104, 2nd Floor, Miami, Florida 33173-3024

ACKNOWLEDGEMENT / ND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process for the above stated corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further agree to comply with all statutes relating to the proper and complete performance of my duties, and accept the obligations of my position as Registered Agent.


Arturo Yero**ARTICLE VI****INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be one (2) and the name and postal address of the initial director of the initial board of directors is:

Name: Ramiro Abaunza
Address: 2340 Griffin Road, Dania Beach, FL 33312

Name: Victor Ramallo
Address: 2340 Griffin Road, Dania Beach, FL 33312

ARTICLE VII

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Articles of Incorporation of A & V Consulting, Inc

II INCORPORATOR

The name and address of the incorporators executing these Articles of Incorporation is:

Name: Victor Ramalk
Address: 2340 Griffin Road, Dania Beach, Fl. 33312

ARTICLE VIII

PREEMPTIVE RIGHTS

The shareholders of the common stock of this corporation shall be vested with preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services. The preemptive right of any shareholder is determined by the ratio of authorized and issued shares of common stock held by the holder, and all shares of common stock currently authorized and issued.

ARTICLE IX

ALIENATION OF SHARES

Any shareholder desiring to sell, pledge, give or otherwise dispose of his or her shares, must first offer, in writing, the shares to be alienated, to the other shareholders of the Corporation in proportion to their existing holdings. Such offer shall be at the same price and on the same terms as may be available to parties other than other shareholders of the Corporation. The offerees shall have forty-five (45) days to acquire said shares. Shares that are not so acquired by any one shareholder, shall be made available to the other shareholders. Shares that are not then

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Articles of Incorporation of A & V Consulting, Inc
acquired by any shareholder, may be otherwise alienated at the price and terms originally
contemplated.

ARTICLE X

INITIAL ADDRESS

The street address in this state of the principal office of the corporation is:

Address: 2340 Griffin Road, Dania Beach, FL 33312

IN WITNESS WHEREOF, the undersigned, as incorporator and initial director has
executed the foregoing Articles of Incorporation on this 12th day of January, A.D. 2005



Victor Ramallo
INCORPORATOR
DIRECTOR

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