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FLORIDA PROFIT CORPORATION OR P.A.

INTERAMERICAS CONSULTING & ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

INTERAMERICAS CONSULTING & ASSOCIATES, INC.

The Undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I.-NAME

The name of the corporation is:

INTERAMERICAS CONSULTING & ASSOCIATES, INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:CONSULTING SERVICES

Any and all activities permitted under the Laws of the United States of Florida.

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ARTICLE III. - CAPITAL STOCK

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

1000 SHARES.

All the aforementioned stock is to be issued and fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

ARTICLE IV. - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than: 1000 SHARES AT 1.00 PAR VALUE.

TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI. - ADDRESS

The initial principal office address of this corporation
in the State of Florida is: 2423 SW 147 AVE. #210
MIAMI, FL. 33185

Mailing address is: _____ (Same) _____

The Board of Directors may from time to time move the
principal office to any other address in Florida.

ARTICLE VII. - DIRECTORS

This Corporation shall have ONE (1) directors initially.
The number of directors may be increased or decreased
from time to time in such manner as may be prescribed by the
By-Laws, but shall never be less than one (1). The Corporation
shall indemnify and hold harmless each person who shall
serve at any time hereafter as a director or officer of the
corporation, and any person who serves at the request of
this corporation, as a director or officer of any other corporation,
from and against any and all claims and liabilities to which
such person shall become subject by

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reasons of his having heretofore or hereafter being a director or officer the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise

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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 pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such Contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII.- INITIAL DIRECTORS

The names and post office addresses of the member of the first Board of Directors are:

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FROM :

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NAME

ADDRESS

MARCIA O. HEALY(PRES./SEC)	2423 SW 147 AVE. #216
MIAMI, FL. 33185	
SERGIO DIAS DO COUTO JUNIOR(V-PRES)	2423 SW 147 AVE. #216
MIAMI, FL. 33185	
PATRICK T. HEALY (V-PRES/TREAS)	2423 SW 147 AVE. #216
MIAMI, FL. 33185	

ARTICLE IX.- SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

NAME

ADDRESS

MARCIA O HEALY	2423 SW 147 AVE #216 MIAMI, FL.33185
SERGIO DIAS DO COUTO JUNIOR	2423 SW 147 AVE #216
MIAMI, FL. 33183	
PATRICK T. HEALY	2423 SW 147 AVE #216 MIAMI, FL. 33185

ARTICLE X

The stock of the corporation may be issued pursuant to The provisions of Section 1244 of the Internal Revenue Code, so that the Stockholders of corporations may receive the benefits provided thereunder.

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FROM :

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[Signature] (SEAL) INCORPORATOR
 _____ (SEAL) INCORPORATOR
 _____ (SEAL) INCORPORATOR

STATE OF FLORIDA SS:

COUNTY OF DADE

I HEREBY CERTIFY THAT on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared to me known to the persons described as subledge before me that they subscribed to these Articles of Incorporation.

IN WITNESS my hand and official seal in the County and State named above this 10TH day of AUGUST, 2005.

My commission expires:

[Signature]
 NOTARY PUBLIC



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FROM :

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REGISTERED AGENT

The registered agent of this corporation will be

MARCIA O. HEALY_____

The registered address will be:

2423 SW 147 AVE #216 MIAMI, FL. 33185_____

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 off all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with section 48,091, Florida Statues, the following is submitted:

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FROM :

FAX NO. :

Jan. 23 2000 02:03AM P5

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FIRST-THAT INTERAMERICAS CONSULTING & ASSOCIATES, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
MIAMI
(CITY)

STATE OF FL, HAS NAMED MARCIA O. HEALY
(STATE) (NAME OF RESIDENT AGENT)

WITH THE PRINCIPAL ADDRESS BEING:

2423 SW 147 AVE. #216 MIAMI, FL. 33185
(STREET ADDRESS AND NUMBER OF BUILDING)
(POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)
MAILING ADDRESS: (SAME)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT
TO SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Marcia O. Healy* TITLE PRESIDENT

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

DATE AUG. 10th 2005 SIGNATURE *Marcia O. Healy*
(RESIDENT AGENT)

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TALLAHASSEE, FLORIDA

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