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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

B & A CONSULTING, INC.

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**ARTICLES OF INCORPORATION
OF
B & A CONSULTING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of B & A CONSULTING, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is B & A CONSULTING, INC. (the "Corporation").

ARTICLE II. ADDRESS

The principal and mailing address of the Corporation is:

4300 SW 74th Avenue
Miami, FL 33155

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$0.01 par value per share.

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ARTICLE VI. DIRECTORS/OFFICERS

The initial Director and Officer of the Corporation is:

Bernardo C. Dias:	Director and President
4300 SW 74 th Avenue	
Miami, FL 33155	

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4300 SW 74th Avenue, Miami, FL 33155 and the name of the Corporation's initial registered agent at that address is Bernardo C. Dias.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Marili C. Cancio
701 Brickell Avenue
Suite 3000
Miami, Florida 33131

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

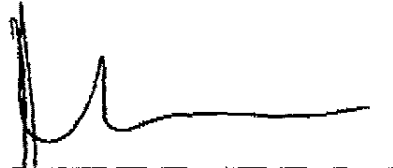
ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

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The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these *Articles of Incorporation* on the 1st day of March, 2007.

A handwritten signature in black ink, appearing to read 'Marili C. Cancio', written over a horizontal line.

Marili C. Cancio,
Sole Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That B & A CONSULTING, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 4300 SW 74th Avenue, Miami, FL 33155 has named Bernardo C. Dias as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 1st day of March, 2007.


Bernardo C. Dias

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