



FUTURISTIC MANAGEMENT
CONSULTANTS, INC.

P95000024397

WENESDAY MARCH 1, 1995

MRS SANDRA B. MORTHAM
SECRETARY OF STATE
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

700001412197
-03/29/95--01012--002
****238.00 ****115.50

Madame Secretary,

Attached, please find our check covering the filling fees for the Articles of Incorporation of HI-TECH ASSOCIATES, INC. and THEO & FRANTZ TELECOMMUNICATION, INC. Please have your office process them and return them to us as soon as possible.

We thank you very much.

Sincerely

Lyls Renoit, President

Dmr
3/8/95

70.00 F.F.
45.50 C.C.
115.50

95 MAR -8 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FILED

95 MAR -8 PM 2:51

ARTICLES OF INCORPORATION
HI-TECH ASSOCIATES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation, and to this end we do, by this Articles, set forth:

ARTICLE I

The name of this Corporation shall be:

HI-TECH ASSOCIATES INC.

Its principal business shall be carried on at 13921 S.W. 92ND Miami, Florida 33176 and at such other places or points in the State of Florida, and the United States and foreign countries as may from time to time be authorized by the Board of Directors.

ARTICLE II

The general nature of and the objects and purpose to be transacted and carried on by this Corporation under the Statues of the State of Florida is as follows:

SECTION 1

To conduct general business in any activity allowed by law.

SECTION 2

To engage in any lawful activities including the purchasing, leasing, renting, selling, holding and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible, and either as owner, broker, agent or factor.

SECTION 3

To engage in the purchase or acquisition of property, business rights of franchise, or for additional working capital, or for any other object in or about its business affairs, and without limit as to the amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other dispositions of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust or otherwise.

SECTION 4

This corporation shall have all the general powers together with all of the additional and specific powers granted by the laws of the State of Florida, as well as all implied powers in carrying out the foregoing powers.

SECTION 5

The foregoing clauses shall be construed both as objects and powers, but not recitation, expression or declarations of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but is hereby expressly declared that other lawful powers not inconsistent therewith are hereby included.

ARTICLE III

The total number of shares of stock which may be issued by the Corporation shall be ten thousand (10,000) shares and all of said stock shall be common stock. Said shares of stock may be issued by the Board of Directors as they see fit.

ARTICLE IV

The initial investment of capital in this Corporation shall be \$4,500.00.

ARTICLE V

The principal place of business of the Corporation shall be at 13921 S.W. 92nd Avenue, Miami Florida 33176, and it may have such other places of business both within and without the State of Florida and in foreign countries, as may be necessary or convenient.

ARTICLE VI

The Corporation shall have perpetual existence.

ARTICLE VII

The name and post office address of the first Director of this Corporation, who shall hold office for the first year or until their successors are elected shall be:

President C. Michelle Doleyres
13921 SW 92nd Avenue
Miami, Florida 33176

V.P./Treasurer Lisa Nichola Harper
15071 SW 127 Circle Place South
Miami, Florida 33186

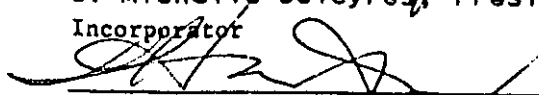
V.P./Secretary Michelle Andrea Morrell
11004 SW 158 Terrace
Miami, Florida 33157


ARTICLE VIII

This Corporation shall have three (3) Directors. The number of Directors may be increased or diminished from time to time by virtue of the by-laws adopted by the stockholders/directors.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledged to be filed the foregoing Articles of Incorporation this 21st day of February, 1995.


C. Michelle Doleyres, President &
Incorporator


Lisa Nichola Harper, Treasurer &
Incorporator


Michelle Andrea Morrell, Secretary &
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR Domicile FOR
THE SERVICE PROCESS WITHIN THIS STATE, HAVING AGENT UPON
WHICH PROCESS MAY BE SERVED

FILED

95 MAR -8 PM 2:51

In pursuant of Chapter 48.001, Florida Statutes, the following is
submitted, in compliance with the said Act:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Hi-Tech Associates Inc. organizing under the State of Florida, with
its principal office as indicated in the Articles of Incorporation
at City of Miami, County of Dade, State of Florida, has named Lyla
Renoit as its agent to accept service of process within this State.

ADDRESS OF REGISTERED AGENT IS: 3050 Biscayne Blvd Suite 508
Miami, Florida 33137

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated
Corporation, at the place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

By: *Lyla Renoit*
Registered Agent

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this 22nd day of February, 1995, personally
appeared before me an officer duly authorized to administer oaths
and take acknowledgment, Lyla Renoit to me, well known to be the
individual who executed the foregoing Certificate of Incorporation
and he acknowledged before me that he executed and subscribed to
the same freely and voluntarily for the purposes stated:

WITNESS my signature and official seal at the City of Miami, County
of Dade, State of Florida, this 22nd day of February, 1995.

Henry P. Bernand
Notary Public, State of Florida at Large
County of Dade

My Commission Expires 10/28/96
Notary Public
Bonds By Service Ins
No. CC239241



[[Personally Known]] [[Other I.D.]]

DEBIT MEMORANDUM

FOR OFFICIAL USE

TO :
DEPARTMENT OF STATE

DATE: 04/11/95 NUMBER: 24397

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	503.00	ACCOUNT CLOSED	205001500322
OTHER		UNCOLLECTED FUNDS	05/26/85-01029-011
TOTAL	503.00	OTHER	****253.00 ****126.50

CROSS
REF

DISTRIBUTION

SAMAS CODE

REASON

AMOUNT

12	45-20-2-130001-45300000-00-000100-00	1	20.00
12	45-20-2-130001-45300000-00-000100-00	1	122.50
12	45-20-2-130001-45300000-00-000100-00	1	122.50
12	45-20-2-130001-45300000-00-000100-00	1	238.00

GRAND TOTAL:

\$ 503.00

RECEIVED

STATE OF FLORIDA

53304-D
126.50
126.50
253.00
115.30
140

800001500328
05/26/85-01029-011
****253.00 ****126.50
P95000024397

Process Date: 04/11/95

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

Bill Nelson

State Treasurer