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OSWALDO J. MORA

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March 30, 1995

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

FILED  
95 MAR 31 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
700001415157  
-03/31/95--01076--002  
\*\*\*122.50 \*\*\*122.50

Re: C.M.F. Consulting, Inc.

Ladies and Gentlemen:

Enclosed herewith please find two (2) originals of the Articles of Incorporation for the above-captioned corporation together with Banque Nationale du Canada Check No. 054 in the amount of \$122.50 to defray charges as follows:


Filing Fee:	\$ 35.00
Certified Copy:	52.50
Registered Agent Fee:	<u>35.00</u>
TOTAL:	<u>\$122.50</u>

Accordingly, I would appreciate your filing the enclosed Articles of Incorporation and that thereafter a certified copy of same be returned to my office. A self-addressed stamped envelope is enclosed herewith for your convenience.

Thank you for your cooperation in this matter.

Yours very truly,

OSWALDO J. MORA, P.A.

By:   
Oswaldo J. Mora

Enclosures  
OJM/lm

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**ARTICLES OF INCORPORATION  
OF  
C.M.F. CONSULTING, INC.**

Article I - Name

The name of this corporation is C.M.F. Consulting, Inc.

Article II - Purpose

This corporation is organized for the general purpose of transacting any lawful business permitted under the laws of the State of Florida.

Article III - Capital Stock

This corporation is authorized to issue 7,000 shares of common stock, which shall be designated "Common Shares".

Article IV - Principal Office

The principal office of this corporation is located at 2050 Coral Way, Suite 402, Miami, Florida 33145. The mailing address of this corporation is 2050 Coral Way, Suite 402, Miami, Florida 33145.

Article V - Initial Registered Office and Registered Agent

The Registered Agent is Oswaldo J. Mora, Esq. The street address of the initial registered office of this corporation is 2050 Coral Way, Suite 402, Miami, Florida 33145.

Article VI - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of each member of the initial Board of Directors is: Mario Fortier, c/o Verdeja & Gravier, 999 Ponce de Leon Boulevard, Fifth Floor, Coral Gables, Florida 33134.

Article VII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Oswaldo J. Mora, Esq., 2050 Coral Way, Suite 402, Miami, Florida 33145.

Article VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

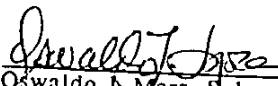
Article IX - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article X - Effective Date of Incorporation

The effective date of incorporation shall be March 28, 1995.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of March, 1995.

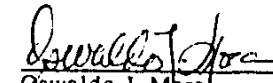
  
Oswaldo J. Mora, Subscriber  
2050 Coral Way, Suite 402  
Miami, Florida 33145  
Telephone: 305/854-0810

**CERTIFICATE OF DESIGNATION OF  
ADDRESS OF OFFICE FOR SERVICE OF PROCESS  
AND OF REGISTERED AGENT THEREAT  
OF  
C.M.F. CONSULTING, INC.**

The undersigned, being the sole incorporator of the proposed Florida corporation hereinafter named, does hereby certify on behalf of said corporation as follows:

1. The name of the proposed corporation which is submitting herewith its Articles of Incorporation to the Secretary of State is C.M.F. Consulting, Inc.
2. The proposed corporation hereby designates the following address within the State of Florida as the address of its office at which service of process upon it within the State of Florida may be made and at which its Registered Agent for such service shall be kept: c/o Oswaldo J. Mora, P.A., 2050 Coral Way, Suite 402, Miami, Florida 33145.
3. The proposed corporation hereby designates the following named individual as its Registered Agent for service of process at the address aforesaid: Oswaldo J. Mora, Esquire.

Signed on: March 30, 1995.

  
Oswaldo J. Mora  
Incorporator of  
C.M.F. Consulting, Inc.

**STATEMENT OF ACCEPTANCE OF  
APPOINTMENT AS REGISTERED AGENT  
OF  
C.M.F. CONSULTING, INC.**

The undersigned does hereby (a) acknowledge that he is familiar with and accepts the obligations of being designated as Registered Agent for the aforementioned corporation; and (b) accept his appointment of and designation as Registered Agent for service of process within the State of Florida of the proposed corporation named in the above Certificate, and does hereby further state that he may be found as Registered Agent for service of process upon said proposed corporation at the address set forth in Paragraph 2 of the aforesaid Certificate.

IN WITNESS WHEREOF, Oswaldo J. Mora as said Registered Agent has caused this Statement to be signed on March 30, 1995.

  
Oswaldo J. Mora, Registered Agent