OFFICE OFFICE USE ONLY SIGNOCULES SEES CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Pick up time Certified Copy Mail out Will wait Photocopy Certificate of Status **NEW FILINGS AMENDMENTS** Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger OTHER FILNGS REGISTRATION/ QUALIFICATION Annual Report Foreign

Limited Partnership

T. BROWN JUL - 3 1995

Examiner's Initials

Reinstatement Trademark

Other

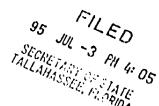
CR2E031(9/92)

Fictitious Name

Name Reservation

ARTICLES OF INCORPORATION

RG CONSULTANTS INTERNATIONAL CORP.



ARTICLE

רות name of the corporation is RG CONSULTANTS INTERNATIONAL CORP., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is: 360 Greco Avenue, Suite 200, Coral Gables, FL 33146.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of SharesAuthorized	Par Value Per Share	Class of Stock
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is **Patricia Menendez Cambo**.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified are:

CHRISTIAN RIBEIRAUD President & Secretary 360 Greco Avenue, Suite 200 Coral Gables, FL 33146

GINE GERONYMO Vice Cresident & Treasurer 360 Greco Avenue, Suite 200 Coral Gables, FL 33146

ARTICLE VII

The name of the Incorporator is Christian Ribeiraud and the address of the Incorporator is 360 Greco Avenue, Suite 200, Coral Gables, FL 33146.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 300 day of June, 1995.

Christian Ribeiraud - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of RG CONSULTANTS INTERNATIONAL CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes \$607.0505.

Patricia Menendez Cambo, Registered Agent

Dated: June 3이, 1995