

JAN-25-1996 14144

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FLORIDA DEPARTMENT OF
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: IMPRE CORPORATION

DEPARTMENT OF STATE

1492 W. LAKELAND

STATE OF FLORIDA

SUITE 33100

100 EAST GUNN STREET

MIAMI, FL 33100

TALLAHASSEE, FL 32309

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H96000001237))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GENESIS CONSULTING & SERVICES, INC.

FAX AUDIT NUMBER: H96000001237

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/26/1996

TIME REQUESTED: 13:28:00

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 7

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.60

ACCOUNT NUMBER: 072450003255

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96 JAN 26 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 JAN 25 PM 5:42



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

January 26, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: GENESIS CONSULTING & SERVICES, INC.
REF: W96000002013

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

ARTICLES 6 AND 7 ARE MISSING, PLEASE RE-FAX.

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Loria Poole
Corporate Specialist

FAX Aud. #: W96000001237
Letter Number: 096A00003488

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-95 JAN 26 PM 3:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE OF INCORPORATION OF
GENESIS CONSULTING & SERVICES, INC.**

ARTICLE I NAME

The name of this corporation is **GENESIS CONSULTING & SERVICES, INC.**

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

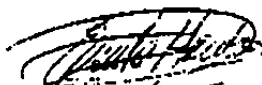
This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

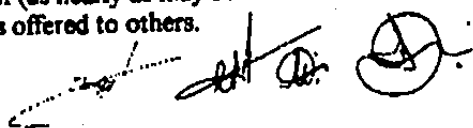
This corporation is authorized to issue 500 shares of \$ 1.00 per value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.


ERNESTO HUERTAS
ACCOUNTANT

8001 ALD 7ST #2
MIAMI FL 33126
305-265-1547



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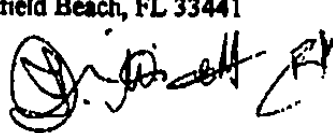
ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 1500 SE 3rd Court, # 100 Deerfield Beach, FL 33441. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Francisco Daniel Da Silva President	1500 SE 3rd Court, Suite #100 Deerfield Beach, FL 33441
Marcos R. Gomes Vice-President	1500 SE 3rd Court, Suite#100 Deerfield Beach, Fl 33441
Lidia Fernandes Da Silva Treasurer	1500 SE 3rd Court, Suite#100 Deerfield Beach, Fl 33441
Breno S. R. Gomes Secretary	1500 SE 3rd Court, Suite#100 Deerfield Beach, FL 33441



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ARTICLE VIII SUBSCRIBERS

This name and street addresses and the number or shares of stock subscribe to by each person signing these Articles of Incorporation are:

NAME	ADDRESS	SHARES
Francisco Daniel Da Silva	1500 SE 3rd Court Suite 100 Deerfield Beach, FL 33441	25%
Marcos R. Gomes	1500 SE 3rd Court Suite 100 Deerfield Beach, FL 33441	25%
Lidia Fernandez Da Silva	1500 SE 3rd Court Suite 100 Deerfield Beach, FL 33441	25%
Breno S.R. Gomes	1500 SE 3rd Court Suite 100 Deerfield Beach, FL 33441	25%

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

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ARTICLE X LIMITATIONS ON CORPORATE STOCK

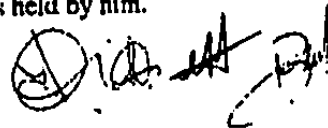
1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.



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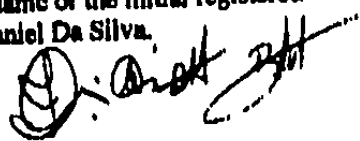
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ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this corporation is 1500 SE 3rd Court, Suite # 100 Deerfield Beach, FL 33441 and the name of the initial registered agent of this corporation at that address is Francisco Daniel Da Silva.



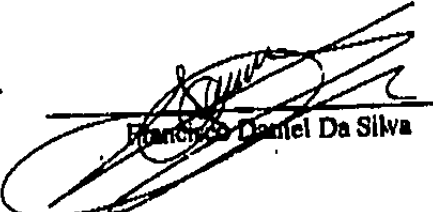
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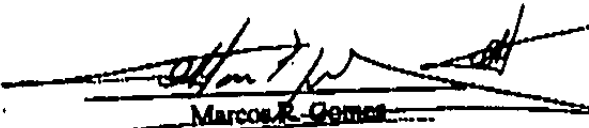
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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 23th day of January, 1996.


Francisco Daniel Da Silva


Marcos R. Gomes


Lidia Fernandes Da Silva


Marcos R. Gomes

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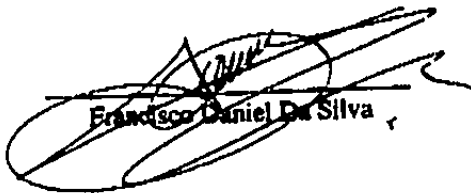
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

1. **GENESIS CONSULTING & SERVICES, INC.**, desiring to organize under the
laws of the State of Florida, with its principal office, as indicated in the Articles of
Incorporation at the Deerfield Beach, State of Florida, has named Francisco Daniel Da
Silva, located at 1500 SE 3rd Court, Suite#100, County of Broward, State of Florida, as
its agent to accept service of process within this State.

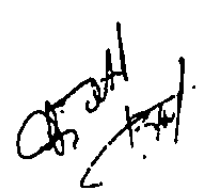
ACKNOWLEDGMENT:

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.


Francisco Daniel Da Silva

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TALLAHASSEE, FLORIDA

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P96000008467

MAR-05-1996 10:10
3/04/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

P. 1/04

1:18 PM

(((H98000003038))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H98000003038))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: GENESIS CONSULTING & SERVICES, INC.
FAX AUDIT NUMBER: H98000003038 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/04/1996 TIME REQUESTED: 13:18:03
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$36.00 ACCOUNT NUMBER: 072460003255

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TALLAHASSEE, FLORIDA

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96 MAR -5 AM 11:08

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MAR-05-1996 10:10

P.01/04



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 4, 1996

GENESIS CONSULTING & SERVICES, INC.
1500 S.E. 3RD CT.
#100
DEERFIELD BEACH, FL 33441

SUBJECT: GENESIS CONSULTING & SERVICES, INC.
REF: P96000008467

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Linda Stitt
Corporate Specialist

FAX Aud. #: 496000003038
Letter Number: 096A00009533

*For
265-1547*

*655 5420
Beep*

MAR-05-1996 10:10

PREPARED BY:

Ernesto Huertas, acct.
8001 NW 7 Street
Miami, FL 33126
305-265-1547

P.03/04

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96 MAR -5 PM 1:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

GENESIS CONSULTING & SERVICES, INC.

P96000008467

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation,

FIRST: Amendment adopted: Exchange
Article VI
Article VII
Article VIII

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Article VI Located are 2000 Island Blvd Suite 2803,
William Island, FL 33160.

Article VII Board of Directors this corporation shall have two (2)
Directors.

NAME	ADDRESS
Francisco Daniel Da Silva	2000 Island Blvd Suite 2803
President, Treasurer	William Island, FL 33160
Lidia Fernandez Da Silva	2000 Island Blvd Suite 2803
Vice-President, Secretary	William Island, FL 33160

Article VIII Subscribers:

NAME	SHARES
Francisco Daniel Da Silva	50%
Lidia Fernandez Da Silva	50%

THIRD: The date of each amendment's adoption March 04, 1996

FOURTH: Adoption of Amendment

- (X) The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.
() The amendment was/were approved by the shareholders through voting groups.

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The following statement must be separately provided for each voting group entitled to vote separately on the amendment:
"The number of votes cast for the amendment was/were sufficient for approval by Francisco Daniel Da Silva & Lidia Fernandez Da Silva.

- () The amendment was/ were adopted by the board of directors without shareholder action and shareholder action was not required.
- () The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 04 day of March , 1996.


Francisco Daniel Da Silva
President

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