

COUNSEL:
Abel I. Batista



PANAMERICAN
LEGAL CENTER
Abel I. Batista, P.A.

FILED
96 MAR -5 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 4, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

RE: Articles of Incorporation
M.A.R. Business Consultants, Inc.
Our File No. 96-0303

Dear Sir/Madam:

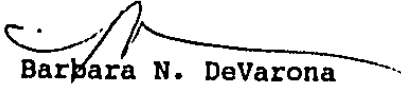
Enclosed please find two (2) original Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 covering the State's filing fee of \$70 and the certified copy fee of \$52.50. Please return a certified copy of the Articles, in the self-addressed stamped envelope enclosed for your convenience.

Please do not hesitate to contact us, should you require any additional information.

Thank you for your assistance.

Very truly yours,

PAN AMERICAN LEGAL CENTER


Barbara N. DeVarona

/BNR

Encl.

3/8/96
TJS

ARTICLES OF INCORPORATION
OF
M.A.R. BUSINESS CONSULTANTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of this corporation is: M.A.R. BUSINESS CONSULTANTS, INC.

ARTICLE TWO
PRINCIPLE ADDRESS

The principle address of the Corporation is 4211 NW 2ND TERRACE MIAMI, FLORIDA 33126.

ARTICLE THREE
DURATION

The term of existence of the corporation is perpetual.

ARTICLE FOUR
PURPOSE

The CORPORATION may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

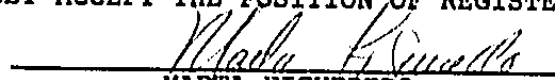
ARTICLE FIVE
CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is Five Hundred (500), all of which shall be common shares with a par value of one dollar and no cents (\$1.00) each.

ARTICLE SIX
REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be: 17608 Southwest 81st Court, Miami, Florida 33157 and the name of the initial Registered Agent at such address is:

MARTA FIGUEREDO
I DO HEREBY ACCEPT THE POSITION OF REGISTERED AGENT:


MARTA FIGUEREDO

ARTICLE SEVEN
PREEMPTIVE RIGHTS

The shareholders shall have pre-emptive rights.

ARTICLE EIGHT
DIRECTORS

The corporation shall have no (0) Directors initially. Directors shall be elected at the first organizational Board meeting. The number of directors may be increased or diminished from time to time as provided for by the By-Laws.

ARTICLE NINE
BY-LAWS

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

ARTICLE TEN
CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote at such election shall have their right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE ELEVEN
SHAREHOLDERS QUORUM AND VOTING

Fifty (50%) percent of the share plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of the shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE TWELVE
INDEMNITY

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by the law either now or hereafter.

ARTICLE THIRTEEN

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise involved in, any contract or transaction of this corporation, provided that the part that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such corporation or who is interested, may be counted in determining the existence of a quorum at any meeting of the board of Directors of this corporation which shall authorize any such contract or transaction with the force and effect as if he were not such a director or officer or such other corporation, or not so interested.

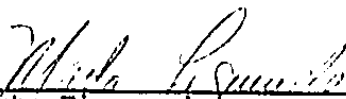
ARTICLE FOURTEEN
RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE FIFTEEN
AMENDMENT

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

In witness whereof, I hereby affix my hand and seal, as Registered Agent for the above referenced corporation on, this 4th day of March, 1996.



Marta Figueredo
Registered Agent

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement of designation of the registered office/registered agent, in the State of Florida.

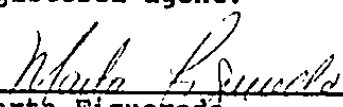
The name of the corporation is:

M.A.R. BUSINESS CONSULTANTS, INC.

The name and address of the registered agent and office is:

**MARTA FIGUEREDO
17608 Southwest 81st Court
MIAMI, FLORIDA 33157**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with an accept the obligations of my position as registered agent.


Marta Figueredo

March 4, 1996

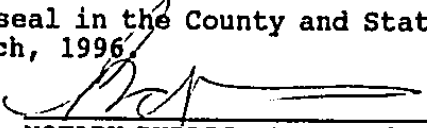
Date

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Abel I. Batista, P.A. to me personally known, or having produced a Florida Driver's License as identification, to be the person described in and who executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid, on this 4th day of March, 1996.


NOTARY PUBLIC, State of Florida

My Commission Expires:

