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Marina Shank-Klein, P.A.

Attorney at Law

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Miami, Florida 33132

(305) 372-8811 / Fax: (305) 353-1427

March 4, 1996

Florida Secretary of State
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-03/06/96--01093--003
****122.50 ****122.50

Re: Arcos Marketing Consultant Corp.

Dear Sir:

Enclosed you will find the following:

1. Original and photocopy of Articles of Incorporation for Arcos Marketing Consultant Corp.
2. Check for \$122.50 to cover the filing fee.

Please send us a copy of the Articles once they have been stamped filed by your office.

If you have any questions feel free to call the undersigned.

Sincerely yours,

MARINA SHANK-KLEIN, P.A.


By: MARINA SHANK-KLEIN, ESQ.

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Enclosures

FILED
MAR - 6 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/15
3/8/96

Articles of Incorporation
of
Arcos Marketing Consultant Corp.

FILED
96 MAR -6 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of this corporation is Arcos Marketing Consultant Corp.

II.

The term for which this corporation shall exist shall be perpetual.

III.

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

To purchase, acquire, hold, improve, sell, convey, assign, lease, mortgage, encumber, hire, and deal in real and personal property of every name and nature.

To buy, lease, build, erect, equip, operate, maintain, repair, and sell homes, apartment houses, residence buildings, office buildings, and stores of all kinds and nature or any portion thereof.

To purchase, acquire, hold, sell, assign, and transfer, mortgage, pledge, and otherwise dispose of the shares of stock, bonds, debentures, or other evidences of indebtedness of any corporation, domestic or foreign, and while the owner thereof, to exercise all the rights and privileges of ownership, including the

right to vote thereof, and to issue in exchange therefor its own stock, bonds, and other obligations.

To own, lease, rent, operate, and manage hotels, apartment houses, restaurants, taverns, bars, drugstores, barber shops, garages for motor vehicles, manufacturing plants, distribution and assembly plants, laundry and dry cleaning services, newsstands, dance halls, theatres, and other places of public entertainment.

To own, lease, use, experiment in, buy, sell and develop patents and patent rights of all kinds, and for items, objects, products, mechanisms, and goods of all kinds and nature and to deal in, manufacture, distribute, and sell and buy, such patents and patent rights and other such items, objects, products, mechanisms, and goods, and to enter into contracts for the purchase, sale, disposition, and traffic in same, both as principal and as agent.

To buy, sell, trade, manufacture, assemble, and deal in and with goods, wares, and merchandise of every kind and nature; to carry on such business as wholesalers, retailers, or importers and exporters, and to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business.

That of engaging in, and carrying on the general contracting, construction, repair and maintenance business; the building and erection for itself or for others of any and all structures of any kind and character or any portion of any structure; the manufacturing of any and all products for use in building and construction of every kind and character.

That of engaging in any activity or business permitted under the laws of the United States of America, its territories, districts, and possessions, and any activity or business permitted under the laws of the State of Florida, and to have, exercise, and enjoy the powers and privileges granted to corporations for profit by Chapter 607, Florida Statutes, as amended.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, of the attainment of any of the objects, or for the furtherance of the powers herein set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof; provided, that the same be not inconsistent with the laws under which this corporation is organized.

IV.

The Corporation is authorized to issue one hundred (100) shares at \$0.001 par value stock, which shares shall be designated "Common Stock."

V.

Unless otherwise provided for in the Articles of Incorporation, each holder of capital stock in this corporation shall be entitled at each shareholder's meeting to one vote for every share of stock standing in his name on the books of the corporation; but transferees of shares that are transferred on the books of the corporation within ten (10) days next preceding the

date set for a meeting shall not be entitled to notice of or vote at the meeting.

VI.

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

VII.

The street address of the initial registered office of this corporation is: 5760 S.W. 117th Street, Miami, Florida 33156 and the initial registered agent at that address is: Sergio Rotati.

VIII.

This corporation shall have as directors initially those persons designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1) nor more than five (5). The names and addresses of the initial director of this corporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|--|
| Sergio Rotati | 5760 S.W. 117th Street Miami, Florida 33156 |

IX.

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

President: Sergio Rotati

5760 S.W. 117th Street
Miami, Florida 33156

Secretary - Treasurer: Sergio Rotati

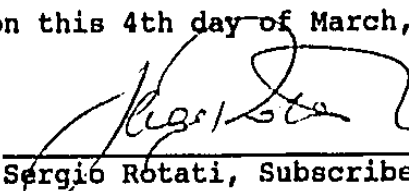
5760 S.W. 117th Street
Miami, Florida 33156

The name and address of the person signing these Articles is:
Sergio Rotati.

X.

If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms and give the Board of Directors thirty (30) days in which to place it with the stockholders. At the expiration of thirty (30) days, if no stockholder has purchased and settled for same, said stockholder or stockholders shall have the right to sell to whomever will purchase for the same sum and prices for which it was offered to the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of March, 1996.


Sergio Rotati, Subscriber

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in this state and county set forth above, personally appeared: Sergio Rotati, known to me and known by me to be the person who

executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have herunto set my hand and affixed my official seal, in the state and county aforesaid, this 4th day of March, 1996.

Jeannette Persaud

NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



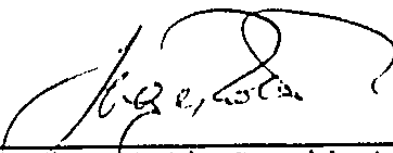
JEANNETTE PERSAUD
MY COMMISSION # 225900 EXPIRES
September 7, 1996
BOULEVARD TRUST FUND INSURANCE, INC.

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with section 48.091, Florida statutes, the following is submitted:

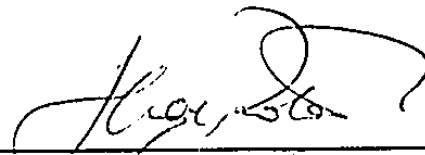
that Arcos Marketing Consultant Corp., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at: 5760 S.W. 117th Street, Miami, Florida 33156, has named: Sergio Rotati as its agent to accept service of process within Florida.

March 4, 1996


Sergio Rotati, President

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of duties.

March 4, 1996


Sergio Rotati, Resident Agent

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333-01

FILED
96 MAR -6 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA