

MYR-13-1996

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 9-0000

CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WORLD CONSULT SOURCE, INC.

FAX AUDIT NUMBER: H96000003543

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/13/1996

TIME REQUESTED: 11:04:03

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CERTIFICATE OF STATUS: 0

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**Articles of Incorporation
of
World Consult Source, Inc.**

The undersigned Subscribers to these Articles of Incorporation are competent to contract and hereby form this corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is World Consult Source, Inc. The corporation may use such other names, marks and designations as may be authorized by the corporate By-Laws and laws of the State of Florida.

ARTICLE II - PRINCIPAL OFFICE

The initial principal office and place of business of this corporation and its mailing address are Suite 200, 2000 L Street, N.W., Washington, D.C. 20036.

ARTICLE III - NATURE OF BUSINESS

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

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved voluntarily or by action of law.

George C. J. Moore, Esq.
Suite 812, 105 E. Narbonne Avenue
West Palm Beach, Florida 33401
(407)822-9000
Florida Bar No. 152099

ARTICLE V - CAPITAL STOCK

This corporation shall have power to issue Ten Thousand shares of stock, all of one class and all of a par value of One Dollar (\$1.00) per share. The By-Laws of this corporation may authorize additional shares of stock of the same or different class with the same or different par value. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the directors. Property, labor or services may also be purchased with the capital stock at a valuation to be fixed by the directors.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be Suite 812, 105 S. Narcissus Avenue, West Palm Beach, Florida 33401. The corporation may have branch offices or places of business at any place or places within or without the State of Florida or in other locations, including foreign countries. The name of the Registered Agent of this corporation is George C. J. Moore.

ARTICLE VII - DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or subsequently decreased in accordance with the laws of the State of Florida and the By-Laws of the corporation.

ARTICLE VIII - DIRECTORS AND OFFICERS

The name, street address, and position of the officers and directors of this corporation are as follows:

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Claus Simonagaard
2350 N. Vermont Street
Arlington, Virginia 22207

President & Director

Eduardo Zolazzi
7209 Swansong Way
Bethesda, Maryland 20817

Secretary & Director

Julio Villanueva
7521 Royal Dominion Drive
Bethesda, Maryland 20817

Treasurer & Director

ARTICLE IX - SUBSCRIBERS

The name and street address of the Subscribers to these Articles of Incorporation, the number of shares of stock to be issued to the Subscribers, and the value of the consideration for the shares subscribed are as follows:

Claus Simonagaard
2350 N. Vermont Street
Arlington, Virginia 22207

Two Thousand One Hundred Shares
\$2,100

Eduardo Zolazzi
7209 Swansong Street
Bethesda, Maryland 20817

Two Thousand Eight Hundred Shares
\$2,800

Julio Villanueva
7521 Royal Dominion Drive
Bethesda, Maryland 20817

Two Thousand One Hundred Shares
\$2,100

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify and hold harmless any subscriber, officer or director of the corporation to the full extent permitted by law.

ARTICLE XI - AMENDMENT

Any amendment of these Articles of Incorporation shall be approved by a majority of the

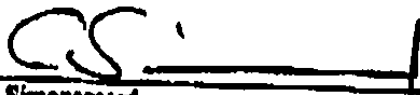
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Board of Directors and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seals to these Articles of Incorporation this 11 day of March, 1996.


Claus Simonsgaard


Eduardo Zolazzi

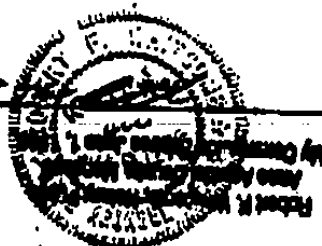

Julio Villanueva

NOTARIZATION

Before me, a Notary Public authorized to administer Oaths, appeared Claus Simonsgaard, Eduardo Zolazzi, and Julio Villanueva, identified to me to be the persons named above, who executed the foregoing Articles of Incorporation of World Consult Source, Inc. for the purposes stated therein.

WITNESS my hand and seal at San Francisco, Maryland this 11 day of March, 1996.

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, George C. J. Moore, hereby accept the appointment of Registered Agent for World Consult Source, Inc. I know and accept the obligations of Registered Agent under applicable Florida Statutes. Dated this _____ day of March, 1996.


George C. J. Moore

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 13 PM 3:33

George C. J. Moore
P96000022908

100 S. NARCISSE AVENUE, SUITE 312
WEST PALM BEACH, FLORIDA 33401
TELEPHONE (801) 833-9000
FAX (801) 833-9990

April 8, 1997

PLEASE REPLY TO FLORIDA

10 KING'S BENCH WALK
TRIMPLE, LONDON EC 4
ENGLAND
TELEPHONE (44-171) 363-2501

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

Re: WORLD CONSULT SOURCE, INC.
Corporation Document # P96000022908
Change of Address

Dear Ladies/Gentlemen:

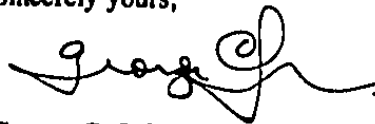
Please change the Principal Place of Business address for WORLD CONSULT SOURCE, INC. to the following:

2000 L Street, N.W., Suite 200
Washington, D.C. 20036

I would be grateful to receive confirmation of this request once it has been effectuated.

With best wishes.

Sincerely yours,



George C. J. Moore

GCJM/pp

cc: Mr. Julio Villanueva

KS4/17

George C. J. Moore
P96000022908

25 S. NARCISBUS AVENUE, SUITE 512
WEST PALM BEACH, FLORIDA 33401
TELEPHONE (861) 833-9000
FAX (861) 833-9900

April 8, 1997

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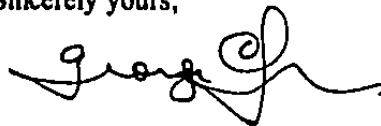
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George C. J. Moore

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cc: Mr. Julio Villanueva

KS 4/17