



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 22, 1996

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVE., STE. 16
MIAMI, FL 33174

SUBJECT: INSTITUTO DE ASISTENCIA TECNICA INTERNACIONAL, INC.
Ref. Number: W96000008612

We have received your document for INSTITUTO DE ASISTENCIA TECNICA INTERNACIONAL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

THE PRINCIPAL ADDRESS LISTED IN YOUR ARTICLES OF INCORPORATION IS NOT CONSISTENT.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 296A00018824

ARTICLES OF INCORPORATION

OF

INSTITUTO DE ASISTENCIA TECNICA INTERNACIONAL, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

Name

The name of the corporation is **INSTITUTO DE ASISTENCIA TECNICA INTERNACIONAL, INC.**

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Capital Stock

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Cumulative voting shall not be permitted.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **641 East 6th St. , Hialeah, Florida 33010** and the name of the initial registered agent of this corporation at that address is **Luisa M. Carbonell**. The principal address of this corporation is **641 East 6th St. , Hialeah, Florida 33010**.

Article VI

Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

(b) Initial Directors. The name and street address of the initial director of the corporation is:

| Name | Street Address |
|---------------------------|--|
| Luisa M. Carbonell | 641 East 6th St. Hialeah, Florida 33010 |

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

The name and address of the Incorporator is Luisa M. Carbonell, 641 East 6th Street, Hialeah, Florida 33010.

Article IX

Amendment

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

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 10th day of April, 1996.

Luisa M. Carbonell
Luisa M. Carbonell

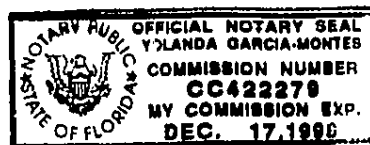
STATE OF FLORIDA)

COUNTY OF DADE)

The following instrument was acknowledged before me this 10th day of April, 1996, by the Incorporator, Luisa M. Carbonell, who produced her Driver License as proof of identification.

[Signature]
Print name

Notary Public, State of Florida
My Commission Expires:



**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.

INSTITUTO DE ASISTENCIA TECNICA INTERNACIONAL, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 641 E. 6th Street, Hialeah, FL 33010 has named Luisa M. Carbonell as its agent to accept service of process within Florida.

Incorporator:

Luisa M. Carbonell
Luisa M. Carbonell

Dated: April 10, 1996

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 my duties.

Luisa M. Carbonell
Luisa M. Carbonell

Dated: April 10, 1996

20 APR 23 AM 8:41
TALLAHASSEE, FLORIDA

P96000035339

DUARTE & ARIZ
ATTORNEYS AND COUNSELLORS
95 MERRICK WAY - SUITE 514
CORAL GABLES, FLORIDA 33134
TELEPHONE: (305) 444-7311
FAX: (305) 441-7026

June 21, 1996

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-06/26/96--01009--005
*****35.00 *****35.00

Secretary of State
Division of Corporation
P.O. BOX 6327
Tallahassee, Florida 32314

RE: INSTITUTO DE ASISTENCIA TECNICA INTERNATIONAL, INC.

Dear Sir/Madam:

Enclosed please find the original Articles fees of Amendment, together with a check in the amount of \$35.00, representing the filing of the above mentioned corporation.

Should you have any further questions or need more information regarding the Articles, please do not hesitate to contact me at my office. Thank you.

Sincerely yours,

Pedro A. Ariz FOR

PEDRO A. ARIZ, Esq.
For the firm

PA/gh

enclosures

Per phone call;
Add "Inc." to new
name.
Add "president" to
title.

N. HENDRICKS JUN 27 1996

Amend.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

INSTITUTO DE ASISTENCIA TECNICA INTERNATIONAL, INC.
INSTITUTO DE ASISTENCIA TECNICA INTERNATIONAL, INC.
(present name)

FILED
96 JUN 24 PM 12:3
SECRET
TALLAHASSEE, FLORIDA

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I is being amended in the following manner:

1. Corporate name has been changed from Instituto De Asistencia Tecnica International, Inc., to American Institute of Technical Assistance, Inc.

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:

----- N/A -----

THIRD: The date of each amendment's adoption: June 20, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

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

 The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by ." voting group

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

— The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 20 of June, 1996.

Signature Luisa M. Carbonell
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Luisa Carbonell
Typed or printed name

President
Title