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JUN-17-1996 10:50 AM EMP RE CORPORATE KIT P.11/18

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
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ARIES CONSULTING GROUP, INC.
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(4)

**ARTICLES OF INCORPORATION
OF ARIES CONSULTING GROUP, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be: ARIES CONSULTING GROUP, INC.

ARTICLE II - NATURE OF BUSINESS

The nature of the business or the purposes to be conducted or promoted is to engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country or territory or nation.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the Corporation shall be located at: 6619 South Dixie Highway, Miami, Florida 33143.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 800 shares of voting common stock having a par value of one dollar (\$ 1.00) per share.

ARTICLE V - TERM OF EXISTENCE:

This corporation shall exist perpetually.

ARTICLE VI - BOARD OF DIRECTORS

The name and street address of the initial Board of Directors who shall hold office during the first year of the Corporation's existence or until their successors are elected are:

Cesar A. Clavero
6619 South Dixie Highway
Miami, FL 33143

Mario Trujillo
6619 South Dixie Highway
Miami, FL 33143

ARTICLE VII - STOCKHOLDER MEETINGS

Meetings of stockholders may be held within or without the State of Florida, as the Bylaws may provide.

This Instrument Prepared by:
Laura Santamaria, Attorney at Law
2809 Bird Ave. # 108
Miami, FL 33133
Fla. Bar No. 745979
205-446-0300

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ARTICLE VIII - BYLAWS

The Bylaws of the Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE IX - DIRECTOR LIABILITY

No Director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of a director's duty of loyalty to the Corporation or its stockholders (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under the provisions of the Florida General Corporation Act, or (4) for any transaction from which the director derived an improper personal benefit.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any director, officer, or employee, to the full extent permitted by law against all expense, liability, and loss (including attorney's fees, judgments, fines, Employee Retirement Income Security Act of 1974, excise taxes or penalties and amounts paid or to be paid in settlement) reasonable incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, or employee or agent and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) initiated by such person was authorized by the Board of Directors of the corporation.

ARTICLE XI - PREEMPTIVE RIGHTS

Each Stockholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pays for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII - INCORPORATOR

The name and address of the Incorporator to these articles of incorporation is:

Laura Santamaria, Attorney at Law
2809 Bird Avenue # 189
Miami, Florida 33133

ARTICLE XIII - REGISTERED AGENT

The name and street address of the Registered Agent to these articles of incorporation is:

Laura Santamaria, Attorney at Law
2809 Bird Avenue # 189
Miami, Florida 33133

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 14 day of June, 1996.


LAURA SANTAMARIA, Esq.
(Incorporator)

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.335, Florida Statutes, the undersigned corporation,
organized under the laws of the State of Florida, submits the following statement in designating the
registered office/registered agent, in the State of Florida:

1. The name of the corporation is: **ARIES CONSULTING GROUP, INC.**
2. The name and address of the registered agent and office in:
Laura Santamaria
2809 Bird Avenue # 189
Miami, Florida 33133

Signature/Acceptance: 
LAURA SANTAMARIA, ESQ.

Dated: 6/14/96

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