

FLORIDA DIVISION OF CORPORATIONS

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NAME: MARKETING SERVICES & CONSULTING, INC.

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SUBJECTS

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

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IDENTIFIED

ARTICLES OF INCORPORATION

OF

MARKETING SERVICES & CONSULTING, INC.

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MARKETING SERVICES & CONSULTING, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6555 N.W. 36TH ST. STE. 319
MIAMI, FLORIDA 33166

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is: 1000 SHARES, ONE DOLLAR PAR VALUE PER SHARE.

ARTICLE IV-PREEMPTIVE RIGHTS

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

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PREPARED BY: MIT PRODUCTS & SERVICE, INC.
6555 N.W. 36th ST. STE. 301
MIAMI, FL. 33166
PHONE (305) 871-0008

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95 JUL 11 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

JESUS V. CORTEZ
12696 N.W. 8TH WAY
MIAMI, FLORIDA 33182

ARTICLE VI

INITIAL BOARD OF DIRECTOR(S)

This corporation shall have (3) (three) directors initially, The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) on this corporation is (are):

JESUS V. CORTEZ
12696 N.W. 8TH WAY
MIAMI, FLORIDA 33182

ELIZABETH RAMOS
9856 N. KENDALL DRIVE APT. 113
MIAMI, FLORIDA 33176

JORGE RODRIGUEZ
12696 N.W. 8TH WAY
MIAMI, FLORIDA 33182

ARTICLE VII

OFFICER(S) AND SUBSCRIBER(S)

The officer(s) and subscriber(s) of this corporation is as follow:

JESUS V. CORTEZ	PRESIDENT/DIRECTOR/	100 SHARES
ELIZABETH RAMOS	VICE-PRESIDENT/SECRETARY/ DIRECTOR	50 SHARES
JORGE RODRIGUEZ	TREASURER/DIRECTOR	50 SHARES

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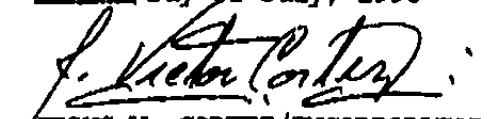
ARTICLE VIII

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

JESUS V. CORTEZ
12696 N.W 8TH WAY
MIAMI, FLORIDA 33182

The undersigned has (have) executed these Articles of Incorporation this
10TH Day of July, 1996


JESUS V. CORTEZ/INCORPORATOR
Signature/ Title

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CERTIFICATE OF DESIGNATION
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 in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: MARKETING SERVICES & CONSULTING, INC.
2. The name and address of the registered agent and office is:

JESUS V. CORTEZ
(NAME)

12696 N.W. 8TH WAY
(ADDRESS)

MIAMI, FLORIDA 33182
(CITY/STATE/ZIP)

SIGNATURE J. Victor CortezTITLE PresidentDATE July 10, 1996

56 JUL 11 AM 11:3
SECRETARY OF STATE
TREASURY
HALL
TALLAHASSEE, FLORIDA

FILED

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 AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE J. Victor CortezDATE July 10, 1996

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