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ROSS & BUNGER, P.A.

A PROFESSIONAL ASSOCIATION
GROVE PLAZA - SEVENTH FLOOR
2800 SOUTHWEST 28TH TERRACE
MIAMI, FLORIDA 33133

TELEPHONE (305) 441-8470

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August 1, 1996

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

RE: Planning and Business Development Consultants, Inc.
Fax Audit Number: (((H96000008463)))

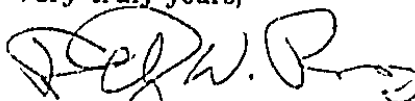
Dear Sir/Madam:

Enclosed please find an original and a copy of Articles of Incorporation, Designation of Registered Agent and Registered Office in regards to the above captioned corporation. Also enclosed is our firm's check in the amount of \$122.50, representing filing fee of corporation (\$35.00), certified copy (\$52.50), and registered agent fee (\$35.00).

Please forward a certified copy of same to our office.

Thank you for your kind attention to this matter.

Very truly yours,



Timothy W. Ross

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

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FLORIDA DIVISION OF CORPORATIONS

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without the information contained on this page. Remember to type the
Fax Audit
number on the top and bottom of all pages of the document.
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**ARTICLES OF INCORPORATION
OF
PLANNING AND BUSINESS DEVELOPMENT CONSULTANTS, INC.**

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such operation:

I. NAME OF INCORPORATION

The name of this corporation shall be **PLANNING AND BUSINESS DEVELOPMENT CONSULTANTS, INC.**

II. PURPOSES

The general nature and purpose of business to be transacted, promoted and carried on by the corporation are as follows:

A. To operate a planning and business development consulting corporation and to engage in any activities or business permitted pursuant to the laws of the United States and the State of Florida.

B. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the United States and the State of Florida.

III. CAPITAL STOCK

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at one dollar (\$1.00) per share per value.

B. The consideration to be paid for each share shall be payable in lawful money or

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Timothy W. Ross, Esq. (Fla. Bar # 436641)
Ross & Burger, P.A.
2900 SW 28th Terrace, 7th Floor
Miami, FL 33133
Tel: (305) 441-2470

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TALLAHASSEE, FLORIDA

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property, labor or services.

IV. DURATION

The corporation shall have a perpetual existence.

V. REGISTERED AGENT

The street address, principal office and mailing address of this corporation's initial registered office is: 3200 Ponce de Leon Boulevard, Coral Gables, Florida 33134, and the name of its initial registered agent at said address is CARLOS GUSTAVO HEINERT.

VI. INCORPORATOR

The name and address of the Incorporator is as follows: CARLOS GUSTAVO HEINERT, 3200 Ponce de Leon Boulevard, Coral Gables, Florida 33134.

VII. BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is: CARLOS GUSTAVO HEINERT, 3200 Ponce de Leon Boulevard, Coral Gables, Florida 33134.

VIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

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IX. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X. NON-RESIDENT DIRECTORS

Directors need not be residents of this State or Shareholders unless the Articles of Incorporation or Bylaws so require.

XI. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each Director.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing Corporations.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 31st of July, 1996.

Bustamante/Sein, J. P. a.
Incorporator

Bustamante/Sein, J. P. a.
Registered Agent

STATE OF FLORIDA

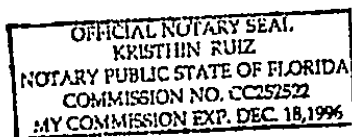
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared CARLOS GUSTAVO HEINERT, who is personally known to me Y or who has produced identification Y, type of identification FLA DRIVERS LICENSE H563-10743343-0 EXP 9/23/97, and who executed the foregoing Articles of Incorporation, and be acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 31st of July, 1996.

Kristhin Ruiz
NOTARY PUBLIC
State of Florida

My Commission Expires:



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DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Florida Statutes Section 607.0501, the corporation named below hereby designates the person or corporation named below to serve as the corporation's registered agent for service of process with the State of Florida:

NAME OF CORPORATION : PLANNING AND BUSINESS
DEVELOPMENT CONSULTANTS, INC.
NAME OF REGISTERED AGENT : CARLOS GUSTAVO HEINERT
ADDRESS OF REGISTERED AGENT : 3200 Ponce de Leon Boulevard
Coral Gables, Florida 33134

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby accepts and agrees to the foregoing designation of the undersigned as registered agent for the above named corporation this 31st day of July, 1996.

Carlos Gustavo Heinert
CARLOS GUSTAVO HEINERT

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CARLOS GUSTAVO HEINERT, personally known to me FOR DRIVERS LICENSE or who has produced identification X, type of identification H563-107-43-343-0 EXP 9/23/97 to be the person who executed the foregoing Certificate Designating Registered Agent and Registered Office, and he acknowledged before me that he executed same for the purposes and in the capacities set forth therein.

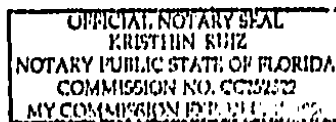
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IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and
County aforesaid this 31st day of July, 1996.

My Commission Expires:

Kristin Ruiz
NOTARY PUBLIC
State of Florida



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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