

11/14/96  
9:26 AM

P96000093254

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H96000016070 0))

TO: DIVISION OF CORPORATIONS  
(904) 922-4001

FAX #:

FROM: DENIS GAUTHIER  
073542003667

ACCT#:

CONTACT: DENIS GAUTHIER  
PHONE: (305) 925-0435  
(305) 925-0185

FAX #:

NAME: M.F. CONSULTING, CORP.

AUDIT NUMBER.....H96000016070

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE  
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

796A - 51971

RECEIVED

96 NOV 14 AM 10:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
96 NOV 14 PM 1:05  
TALLAHASSEE, FLORIDA

11-14-96  
TRB

H96000016070

**ARTICLES OF INCORPORATION  
OF**

**M.F. CONSULTING, CORP.**

The undersigned incorporators hereby execute these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the Corporation is: M.F. CONSULTING, CORP.

**ARTICLE II. NATURE OF BUSINESS**

The Corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

**ARTICLE IV. TERMS OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE V. ADDRESS**

The initial principal office of this Corporation in the State of Florida is.:  
8080 CLEARY BLVD # 815  
PLANTATION FL 33324

**ARTICLE VI. REGISTERED AGENT**

The initial Registered Agent is.: MANUEL FERNANDES  
8080 CLEARY BLVD # 815  
PLANTATION FL 33324

Which is also known as the registered office.

-1-

MANUEL FERNANDES  
499 E. Sheridan st.# 310  
Dania Fl.33004 TEL.305-925-0435

H96000016070

FILED  
96 NOV 14 PM 1:05  
SECRET  
TALLAHASSEE

H96000016070

#### ARTICLE VII. DIRECTORS

The Corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholders, but shall never be less than two. The name and address of the initial directors are:

MANUEL FERNANDES  
8080 CLEARY BLVD # 815  
PLANTATION FL 33324

SUELI WERTHEIMER  
8080 CLEARY BLVD # 815  
PLANTATION FL 33324

#### ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

#### ARTICLE IX. PREEMPTIVE RIGHTS

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

#### ARTICLE X. INCORPORATORS

The name and address of the persons signing these Articles are:

MANUEL FERNANDES  
8080 CLEARY BLVD # 815  
PLANTATION FL 33324

SUELI WERTHEIMER  
8080 CLEARY BLVD # 815  
PLANTATION FL 33324

#### ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

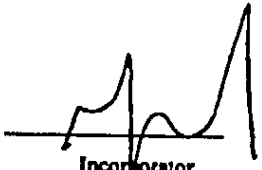
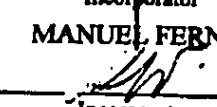
H96000016070

H960000 16070

IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 13 TH day of NOVEMBER 1996

FILED  
96 NOV 14 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
:SS  
COUNTY OF BROWARD )

  
Incorporator  
MANUEL FERNANDES  
  
Incorporator  
SUELI WERTHEIMER

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared:

**MANUEL FERNANDES & SUELI WERTHEIMER**

known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

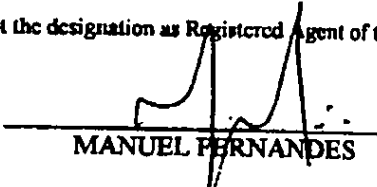
WITNESS my hand and official seal in the State and County named above this 13TH day of NOVEMBER 1996

  
Notary Public, State of Florida at large.

My Commission Expires:

**DENIS GAUTHIER**  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXP. JUNE 24 1997  
NO. CC 297272  
BONDED THRU GENERAL INS. UND.

I MANUEL FERNANDES by execution hereof, accept the designation as Registered Agent of this Corporation

  
MANUEL FERNANDES

H960000 16070

# **M.F. CONSULTING CORP.**

1001 BRICKELL BAY DRIVE, SUITE 1714 MIAMI, FL 33131 TEL#305 377-1991 FAX#305 377-1993  
AV. PEDROSO DE MORAIS, 1820 ALTO DE PINHEIROS SP, BRASIL CEP 05420-002 TEL/FAX# 011-867-8377

P96000093254

JANUARY 14 1997

DEPARTMENT OF REVENUE  
FLORIDA DEPARTMENT OF STATE  
DEVISIONS OF COPORATION

FEDERAL ID#65-0707560

TO WHOM IT MAY,

PLEASE BE ADVISED THAT OUR CURENT OFFICES ARE NOW LOCATED AT THE  
FOLLWING ADDRESS:

1001 BRICKEL BAY DR.  
SUITE 1714  
MIAMI, FL 33131

THANKING YOU IN ADVANCE FOR YOUR COOPERATION.

CORDIALLY

.....  
MANUEL FERNANDES  
PRESIDENT

Y3 1/27