

P 96000100268

Rosillo & Associates, P.A.
Certified Public Accountant

member: American & Florida Institutes of
Certified Public Accountants.

8405 N.W. 53rd St. Suite A-205
Miami, Florida. 33166
(305) 477-5671 Fax (305) 477-2640

December 10, 1996.

Secretary Of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700002026317--7
-12/11/96--01075--003
****122.50 ****122.50

Re: Articles of Incorporation for H H & O International Consulting, Inc

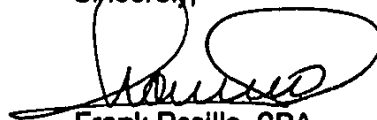
Gentlemen:

Enclosed you will find a check in the amount of \$122.50 representing the incorporation fee for the above referenced.

A return Federal Express letter envelope is enclosed for you to use to return the approved articles to us.

If you have any questions regarding this submission, please feel free to contact the undersigned.

Sincerely,


Frank Rosillo, CPA

96 DEC 11 10:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BN DEC 12 1996

EFFECTIVE DATE
Dec. 9, 96

ARTICLES OF INCORPORATION

OF

H H & O International Consulting, Inc

FILED
96 DEC 11 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of sound mind and of legal age, do hereby agree for myself to become a corporation for profit under the laws of the State of Florida, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by such laws on corporations organized pursuant to the provisions thereof, and do hereby make, subscribe, acknowledge and agree to file these articles of incorporation as follows:

ARTICLE I - NAME

The name of this corporation shall be H H & O International Consulting, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporation's existence shall commence on the date of execution and acknowledgment of these articles.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation is to include any and all lawful business or activities permitted under the laws of the United States, the State of Florida or any other state country, territory or nation.

ARTICLE IV - STOCK

The total number of shares of capital stock which this corporation shall be authorized to issue is Seven Thousand Five hundred (7,500) shares. Such shares shall be of a single class of common stock and shall have a par value of one (\$1.00) dollar.

ARTICLE V - PRE-EMPTIVE 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/she already holds shall have the right to purchase his pro-rata share thereof as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI - INITIAL OFFICE

The street address of the initial office of this corporation shall be:

3562 Coral Springs Drive

Coral Springs, FL, 33065

ARTICLE VII - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is Suite A-205 8405 N.W. 53rd St, Miami, Florida, 33166 and the name of the initial registered agent at that address is Frank Rosillo

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have 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 and address of the initial directors of this corporation are

Marcelo O. Silva
3562 Coral Springs Drive
Coral Springs, FL

Marly M. Santos
3562 Coral Springs Dr.
Coral Springs, Fla

Emilio L. Moraes
3562 Coral Springs Dr.
Coral Springs, Fla


ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles of incorporation is: Marcelo O. Silva, 3562 Coral Springs Dr, Coral Springs, Fla, 33065.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness hereof, the undersigned subscriber has executed these articles of incorporation on this 7th day of December, 1996.



Marcelo O. Silva
Subscriber

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE


SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENCY UPON

WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act that H H & O International Consulting, Inc, desiring to organize under the laws of the state of Florida, with its registered office as indicated in these articles of incorporation at Suite A-205 8405 N.W. 53rd St, Miami, Florida, 33166 , has named Frank Rosillo as its agent to accept service of process within this state.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.



Frank Rosillo

FILED
96 DEC 11 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA