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December 16, 1996

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

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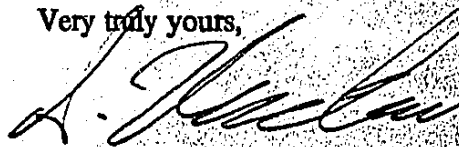
Re: Articles of Incorporation of GREENMAN CONSULTING GROUP, INC.

Dear Sir or Madam:

Enclosed please find two copies of the above referenced Articles of Incorporation together with a check in the amount of \$70.00.

Please be so kind to return a stamped copy of the Articles back to us. I have enclosed a self-addressed, stamped envelope for your convenience.

Very truly yours,



AXEL HEYDASCH
Attorney-at-law

FILED
9 DEC 18 AM 10:54
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

MH:ms

Enclosures

F. O'HESSEN DEC 19 1996

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

The undersigned incorporator hereby forms a corporation under Chapter 609 of the Laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GREENMAN CONSULTING GROUP, INC.

The address of the principal office of this corporation shall be 100 North Biscayne Boulevard, 30th Floor, Miami, Florida 33132.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida or any other state, county, 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 100 (ONE HUNDRED) shares of common stock at \$1.00 (ONE DOLLAR) par value per value share.

ARTICLE IV. REGISTERED AGENT

The Registered Agent will be attorney Axel Heydasch, 100 North Biscayne Boulevard, 30th Floor, New World Tower, Miami, Florida 33132.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. DIRECTORS

The name and address of the initial Director of this corporation who shall hold office for the first year until his successor is chosen, shall be:

Maximilian Kopf
100 North Biscayne Blvd.
Suite 3000
Miami, Florida 33132

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are duly elected or appointed are:

President/Secretary:	Maximilian Kopf 100 North Biscayne Blvd. Suite 3000 Miami, Florida 33132
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ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Axel Heydasch
Attorney at Law
100 North Biscayne Blvd.
30th Floor
Miami, Florida 33132

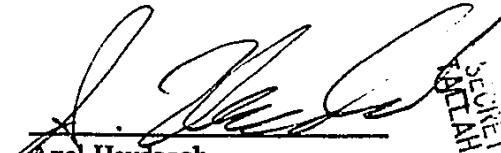
ARTICLE IX. PREEMPTIVE RIGHTS

The shares of the corporation shall be endowed with preemptive rights, entitling the shareholders thereof to purchase any additional new issues of stock in direct proportion to their ownership of existing stock.

ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation does hereby indemnify each of the Officers and Directors for any of their conduct on behalf of or related to their duties as officers or directors of the corporation and holds them harmless for any acts on behalf of or in connection with their services for the corporation.

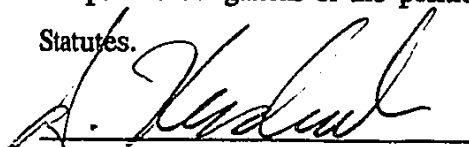
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 18th day of December, 1996.


Axel Heydasch
Incorporator

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96 DEC 18 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

The undersigned, Axel Heydasch, a resident of Dade County, Florida, whose address is 100 North Biscayne Blvd., 30th Floor, New World Tower, Miami, Florida 33132, having been designated as the Resident Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607 of the Florida Statutes.


Axel Heydasch