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1/08/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: MP CONSULTING, INC.
AUDIT NUMBER.....H97000000417
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
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ARTICLES OF INCORPORATION

of MP CONSULTING, INC.
a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

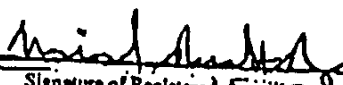
Article 1: Name of the Corporation: MP CONSULTING, INC.
Address of the Corporation: 838 MARBLE WAY
BOCA RATON, FLORIDA 33432

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100.
PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:
838 MARBLE WAY, BOCA RATON, FLORIDA 33432
and the name of the initial registered agent at such address is MICHAEL ROBERT PEREZ

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation  1/7/97
Signature of Registered Agent Date
MICHAEL ROBERT PEREZ

Article 6: The board of directors are as follows:
The name and address of the Initial Director: (All persons listed after the first are additional directors)
1. MICHAEL ROBERT PEREZ
838 MARBLE WAY
BOCA RATON, FLORIDA 33432

Article 7: The Name and address of the incorporator is:
MICHAEL ROBERT PEREZ
838 MARBLE WAY
BOCA RATON, FLORIDA 33432

In witness whereof I have subscribed my name 
Signature of Incorporator
MICHAEL ROBERT PEREZ

Prepared by:
ace INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571