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TRANSMITTAL LETTER

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

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-01/03/97--01044--010
****122.50 ****122.50

Subject: EARNEST GLOBAL CORPORATION

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$122.50 for the Filing Fee and a Certified Copy.

From: Mario Nowogrodzki
Mendelson Consulting, Inc.
11950 N. Bayshore Drive #1B
North Miami, Florida 33181
Telephone (305) 899-8428
Facsimile (305) 895-6357

JAN 15

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FILED
97 JAN -9 AM 8:43
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF EARNEST GLOBAL CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME OF CORPORATION

The name of the corporation shall be EARNEST GLOBAL CORPORATION.

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be:

11857 SW 99th Street
Miami, Florida 33186

The board of directors may move the principal office to any other address in Florida or any other state.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The registered agent for this corporation and its address is:

Mendelson Consulting, Inc.
11950 N. Bayshore Drive #1B
North Miami, Florida 33181

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TALLAHASSEE, FLORIDA

**ARTICLE V
INITIAL DIRECTORS**

The corporation shall initially have one (1) director to hold office until his/her successor(s) is/are elected and qualified. The number of directors may be changed from time to time. The name and address of the initial director is:

Juan M. DeLeon
11857 S.W. 99th Street
Miami, Florida 33186

**ARTICLE VI
INCORPORATOR**

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

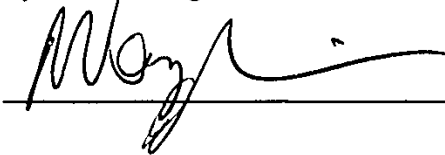
Mario Nowogrodzki
President, Mendelson Consulting, Inc.
11950 N. Bayshore Drive #1B
North Miami, Florida 33181

**ARTICLE VII
AMENDMENTS**

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

The undersigned incorporator has executed these Articles of Incorporation this 18th day of December, 1996.

Mendelson Consulting, Inc.
by Mario Nowogrodzki, President

A handwritten signature in black ink, appearing to read 'Mario', is written over a horizontal line.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

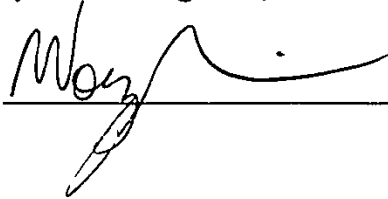
1. The name of the corporation is EARNEST GLOBAL CORPORATION.
2. The name and address of the registered agent is:

Mendelson Consulting, Inc.
11950 N. Bayshore Drive #1B
North Miami, Florida 33181

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mendelson Consulting, Inc.
by Mario Nowogrodzki, President



12/18/96
