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January 5, 1997

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Secretary of State
Division of Corporations
P. O. Box 6327

Tallahassee, Florida 32314

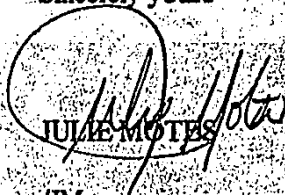
RE: MANAGEMENT CONSULTING GROUP, INC.
a Florida corporation

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above-referenced corporation together with my check for \$122.50 representing your fees as follows: Filing fee, \$35.00; Registered Agent fee, \$35.00; and Certified copy fee, \$52.50.

Should you have any questions, please do not hesitate to contact me at

Sincerely yours


JULIE MOTES

/JM
Enclosure

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97 JAN 17 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED

87 JAN 17 PM 1:43

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, desiring to form a corporation under the provision of Chapter 607 of the Florida Statutes, and all Acts amendatory thereto, hereby make, subscribe and acknowledge before a Notary Public and file with the Department of State of Florida, Articles of Incorporation, as follows:

I.

The name of the corporation shall be:

MANAGEMENT CONSULTING GROUP, INC.

II.

The general nature of the business or businesses to be transacted by this corporation shall be:

(1) To engage in any activity or transact any business under the law of the United States and of the State of Florida.

(2) To make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, entity or entities, for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing of, either as a principal or agent, upon commission or otherwise, any articles of personal property whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom, or incidental thereto; to act as agent or representative of corporations, firms entities and individuals.

25% COTTON FIBER

(3) To buy, sell, deal in, lease, hold, subdivide, improve and develop real property; to establish subdivisions, towns, cities and villages and to dedicate lands for ways, roads, streets, alleys, sidewalks, parkways, parks and other purposes; and to engage in conduct and carry on any business or undertaking for the improvement of property owned by the corporation or in which it may have an interest; to build, purchase, take, receive, lease or otherwise acquire, own hold, use, maintain, alter, repair and improve, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of buildings, structures, works, and improvements of all kinds; to plan, establish, furnish, decorate, equip, improve, maintain, lease, sublease, sell, convey, exchange and transfer space, offices, rooms, suites, and apartments; and to manufacture, purchase, or otherwise acquire, won, use, install, maintain, repair, operate and deal in and with, and sell, mortgage, pledge, lease or otherwise dispose of fixtures, improvements and furnishings of all kinds.

(4) To undertake and aid any enterprise and carry out any transactions whatsoever that may be lawfully undertaken and carried out in a general financial business and general financial operations of all kinds so far as the same are not prohibited by the law of the State of Florida against the exercise of banking powers by corporation; to lend money and to take notes, open accounts, or other similar evidences of debt, and collateral security therefor, and to give credit, lend and advance money to such persons, corporations, partnerships, trust companies, associations and entities as may be deemed advisable by this corporation; upon such terms and securities as may seem expedient to this corporation.

(5) To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and encumber the shares of capital stock, of, any bonds, securities or indebtedness of or created by any other corporation or entity of any jurisdiction whatsoever, and while the owner of such security

and indebtedness to exercise all the rights, powers and privileges of ownership including without limitation any right to vote.

(6) To purchase, or otherwise acquire, directly or through ownership of stock in any corporation, or through ownership of any type of interest in any entity, all or any part of the business, goodwill, rights, property and assets of all kinds, of any corporation, entity, association, partnership, or individual, and to pay for the same in cash, with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased; and to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the said Florida Statutes and any Acts amendatory thereto, and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

(7) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of this corporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgages, pledges, or otherwise, or unsecured, for money borrowed, or for property purchased or acquired, or for any other lawful objects.

(8) To purchase, hold, sell and transfer shares of its own capital stock, subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding, for the purpose of any stockholders' quorum or vote.

(9) To make donations for the public welfare or for charitable scientific, or educational purposes; to pay pensions and establish various incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries; to be a promoter, incorporator, general partner, limited partner, member, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

(10) To have and to exercise, in addition to any powers enumerated above, all other powers provided by law; and to have and to exercise each and every one of its powers as though it were also a purpose and object of this corporation.

III.

The corporation shall have perpetual existence.

IV.

The maximum number of authorized shares outstanding at any one time shall be: Five Hundred shares at \$1.00 par value.

V.

The Street address of the initial Registered Office of this Corporation is 12698 N. W. 10th Way, Miami, Florida 33182, and the initial Registered Agent of this Corporation at that address is: JULIE MOTES.

VI.

The number of Directors constituting the initial Board of Directors shall be:

1. JULIE MOTES
12698 N.W. 10th Way
Miami, Florida 33182

The number of Directors may be either increased or diminished (but never to less than one) from time to time in the manner provided by the By-Laws.

VII.

No contact or other transaction between this corporation and any other corporation or entity shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a director, officer or fiduciary, or are directors, officers or fiduciaries, of such other corporation or entity.

VIII.

The names and street addresses of the first Officers of the corporation are as follows:

1. JULIE MOTES, President and Secretary
12698 N.W. 10th Way
Miami, Florida 33182

IX.

The name and street address of the Incorporator is as follows:

JULIE MOTES
12698 N.W. 10th Way
Miami, Florida 33182

X.

The corporation shall indemnify to the full extent permitted by law any officer or director in office when such indemnity is requested and similarly indemnify any former officer or director.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of January, 1997.

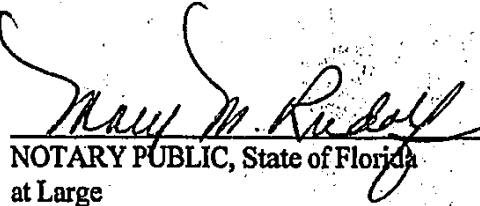

JULIE MOTES

FRANK STAR BOND

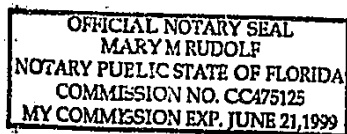
SOUTH WORTH CO. U.S.A.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 15th day of January, 1997,
by , JULIE MOTES, who is personally known to me and who did take an oath executing the
foregoing Articles of Incorporation.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



FOUR STAR BLEND

SOUTHWORTH CO. U.S.A.

25% COTTON FIBER

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept the Service of Process for the above-stated Corporation, at the place stated in the foregoing Articles of Incorporation, I hereby accept such nominating and agree to act in said capacity and agree to comply with the provisions of the Corporation Laws of Florida relative to keeping the office of the corporation open.

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

MANAGEMENT CONSULTING GROUP, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA HAS NAMED

JULIE MOTES

LOCATED AT:

12698 N.W. 10th Way
Miami, Florida 33182

AS ITS AGENT TO ACCEPT SERVICES OF PROCESS WITHIN FLORIDA.

SIGNATURE *Julie Motes*

TITLE President

DATE 1/15/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *Julie Motes*

DATE 1/15/97

FILED
91 JAN 17 PM 1:43
TALLAHASSEE, FLORIDA
SECRETARY OF STATE