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8-13-98 12: EMPIRE CORPORATE KIT P.01-20  
S 12-02

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: U.S. MORANDI CONSULTING CORPORATION

AUDIT NUMBER.....H97000002631

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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EMPIRE CORPORATE KIT

H 9700 0002 631

**ARTICLES OF INCORPORATION  
OF  
U.S. MORANDI CONSULTING CORPORATION**

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**ARTICLE I - NAME**

The name of this corporation is U.S. MORANDI CONSULTING CORPORATION

**ARTICLE II - PRINCIPAL ADDRESS**

1060 Jeffery Street, Boca Raton, Florida 33487

**ARTICLE III - COMMENCEMENT**

This corporation shall commence on the date of execution and acknowledgment of these Articles.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00, par value, common stock.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1060 Jeffery Street, Boca Raton, Florida 33487 and the name and address of the initial registered agent is PIER PAOLO PASQUALINI, 1060 Jeffery Street, Boca Raton, Florida 33487.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The name and address of the initial director is:

Pier Paolo Pasqualini  
1060 Jeffery Street  
Boca Raton, Florida 33487

Prepared by:  
Law office of Gregory A. Ebenfeld, P.A.  
Gregory A. Ebenfeld, Esq.  
Florida Bar #0968003  
9900 Surling Road, Suite 208  
Cooper City, Florida 33024  
954-430-5644

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**ARTICLE VIII - INCORPORATOR**

The name and address of the people signing these articles are:

Pier Paolo Pasqualini  
1060 Jeffery Street  
Boca Raton, Florida 33487

**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

**ARTICLE X - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

Anything to be contrary contained in these articles of incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the board of directors.

**ARTICLE XII - INDEMNIFICATION**

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

**ARTICLE XIII - AMENDMENT**

The 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.

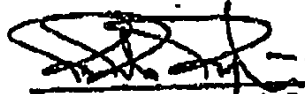
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EMPIRE CORPORATE KIT

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IN WITNESS WHEREOF, the undersigned incorporators have executed these  
articles of incorporation this 6TH day of FEBRUARY, 1997.



Pier Paolo Pasqualini, Incorporator

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STATE OF FLORIDA            )  
                                  ) SS.:  
COUNTY OF PALM BEACH    )

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Pier Paolo Pasqualini, personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed these ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 6 day of February 1997.

Claudia Lopez Ch. pw.

Notary Public  
my commission expires:



Claudia Lopez Alguero  
MY COMMISSION # 00581086 EXPIRES  
October 18, 2000  
BONDED FIVE THOUSAND DOLLARS, INC.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-- THAT AMERICAN FINANCIAL CONSULTING DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF BOCA RATON, 1060 JEFFERY STREET, BOCA RATON, FLORIDA 33487, STATE OF FLORIDA, HAS NAMED PIER PAOLO PASQUALINI (REGISTERED AGENT)

LOCATED AT 1060 JEFFERY STREET, BOCA RATON, FLORIDA 33487, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

Pier Paolo Pasqualini

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATEDDD 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: 

Pier Paolo Pasqualini

DATE: 2/6/97

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