



THE UNITED STATES  
CORPORATION  
COMPANY

P97000024987

ACCOUNT NO. : 072100000032

REFERENCE : 298924 4303929

AUTHORIZATION :

COST LIMIT \$ 122.50

ORDER DATE : March 19, 1997

ORDER TIME : 10:30 AM

ORDER NO. : 298924-010

CUSTOMER NO: 4303929

400002113034--0

CUSTOMER: Esther J. Forbes, Legal Asst  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: INTERNATIONAL MANAGEMENT &  
CONSULTING SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
     PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED  
97 MAR 19 AM 11:20  
DIVISION OF CORPORATION

FILED  
97 MAR 19 AM 9 15  
TALLAHASSEE, FLORIDA

K.R. MAR 20 1997

**ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL MANAGEMENT & CONSULTING SERVICES, INC.**

**ARTICLE I**

The name of the corporation is INTERNATIONAL MANAGEMENT & CONSULTING SERVICES, INC., (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is: 3562 W. Fairview Street, Coconut Grove, Florida 33131.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 2100, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is **Steven B. Lapidus**.

#### **ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Robert Rose  
3562 W. Fairview Street  
Coconut Grove, Florida 33131

#### **ARTICLE VII**

The name and address of the Incorporator is Steven B. Lapidus, 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

#### **ARTICLE VIII**

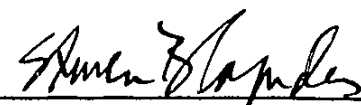
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 18<sup>th</sup> day of March, 1997.

  
Steven B. Lapidus - Incorporator

#### **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of INTERNATIONAL MANAGEMENT & CONSULTING SERVICES, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
Steven B. Lapidus, Registered Agent  
Dated: March 18, 1997

FILED  
MAR 19 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA