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MARCH 14, 1997

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

100002114971--0  
-03/17/97--01076--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: M.A.O. CONSULTANTS CORPORATION

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Lawrence A. Kirsch  
Lawrence A. Kirsch

St. 224 Kathy Mitchell GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Principal Address  
DATE 3/24/97  
DOC. EXAM. *cg*

FILED  
SECTION OF STATE  
CORPORATIONS  
MAR 17 PM 1:22

*cg 3/24/97*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAR 17 PM 1:22

ARTICLES OF INCORPORATION  
OF  
M.A.O. CONSULTANTS CORPORATION

Filed by:

Jenny C. Y. Ling  
Attorney At Law  
515 Madison Avenue  
New York, New York 10022

ARTICLES OF INCORPORATION

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STATE  
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M.A.O. CONSULTANTS CORPORATION

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

ARTICLE I NAME

The name of the corporation is M.A.O. CONSULTANTS CORPORATION

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Marianela Espinosa  
5641 Northwest 100 Court  
Miami, Florida 33178

ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

5641 Northwest 100 Court  
Miami, Florida 33178

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch  
90 State Street  
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of March, 1997.

Lawrence A. Kirsch  
LAWRENCE A. KIRSCH

STATE OF NEW YORK)  
COUNTY OF ALBANY ) SS.:

The foregoing instrument was acknowledged and sworn to me before this 13th day of March, 1997 by the incorporator of M.A.O. CONSULTANTS CORPORATION

Wendy J. Henderson  
Notary Public  
My Commission Expires:

WENDY J. HENDERSON  
Notary Public, State of New York  
No. 1185021003  
Qual. Albany County  
Commission Expires July 25, 19\_\_

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

STATE OF FLORIDA  
DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS

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Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: M.A.O. Consultants Corporation

2. The name and address of the registered agent and office is:

Marianela Espinosa

5641 Northwest 100 Court

(P. O. BOX NOT ACCEPTABLE)

Miami, Florida 33178

(CITY/STATE/ZIP)

SIGNATURE Marianela Espinosa  
(Corporate Officer)

TITLE President

DATE 3/10/97

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE Marianela Espinosa  
(Registered Agent)

DATE 3/10/97

REGISTERED AGENT FILING FEE: \$20.00