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S.CENCEBAUGH & ASSOC.
960 ARTHUR GODFREY RD., Ste. 401
MIAMI BEACH, FLORIDA 33140
305-674.1646 & 305-532-7131
Fax: 305-673-6764

March 24, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-03/31/97--01046--020
****122.50 ****122.50

RE: The Mensing Group, Inc.

Dear Sirs:

Enclosed are two copies of Certificate of Incorporation for the above.

Also enclosed is my check payable to Secretary of State in the amount of \$122.50 for the following:

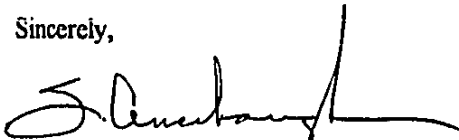
Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00

Please mail the completed Corporation Papers to:

S.Cencebaugh & Assoc.
960 Arthur Godfrey Road, #401
Miami Beach, Florida 33140

Thank you very much.

Sincerely,



Sandra Cencebaugh
ACCOUNTANT

SKC
Enclosure

cc: Client
File

secstate.inc

APR



BSB

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION
OF
The Mensing Group, Inc.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

Article I

The name of this Corporation shall be **The Mensing Group, Inc.**

Article II

The Corporation may engage in the activity of consulting as permitted under the laws of the United States and of the State of Florida.

Article III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock, having a par value of one (\$1.00) dollar per share.

Article IV

The amount of capital with which this corporation will begin business shall be the sum of not less than One Hundred (\$1000.00) dollars.

Article V

This corporation shall exist perpetually unless sooner dissolved according to law.

Article VI

The initial street of the principal office of the corporation shall be:

5001 Collins Avenue, PH2
Miami Beach, Florida 33140

Article VII

The number of Directors of this corporation shall be at least one (1) and not more than five (5).

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VIII

The name and street address of the members of the first Board of Directors of this corporation is as follows:

Charmaine Mensing
5001 Collins Avenue, PH2
Miami Beach, Florida 33140

Joachim Mensing
5001 Collins Avenue, PH2
Miami Beach, Florida 33140

Article IX

The name and street address of the person signing these Articles of Incorporation as subscribed is as follows:

Charmaine Mensing
5001 Collins Avenue, PH2
Miami Beach, Florida 33140

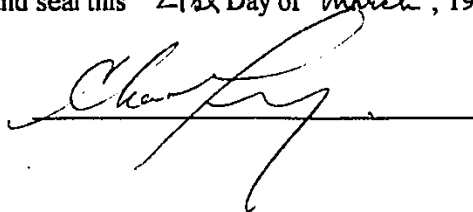
Article X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

Article XI

The street address of the initial registered office of the corporation shall be 960 Arthur Godfrey Road, #401, Miami Beach, Florida 33140, and the name of the initial registered agent of the corporation at that address is Sandra Cencebaugh.

In witness whereof, the undersigned, Charmaine Mensing, being a natural person, competent to contract, has hereunto set his hand and seal this 21st Day of march, 1997

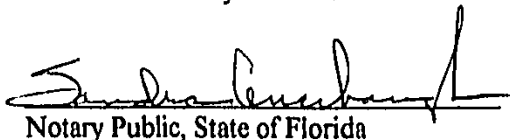


State of Florida

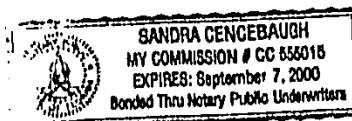
County of Dade

Before me the undersigned Notary Public of the State of Florida personally appeared Charmaine Mensing to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

Witness my hand and official seal this 21st Day of march 1997



Notary Public, State of Florida



**Certificate Designating Place of Business or Domicile
for the Service Within This State
Naming Agent Upon Whom Process May be Served**

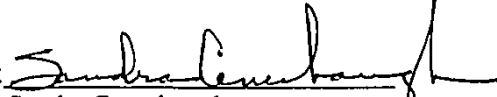
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First, that The Mensing Group, Inc., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, County of Dade State of Florida, has named Sandra Cencebaugh, 960 Arthur Godfrey Road, #401, Miami Beach, Florida 33140, as its agent to accept services of process within this State.

Acknowledgement

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

BY:


Sandra Cencebaugh

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TALLAHASSEE, FLORIDA