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LAW OFFICES OF
MELAND & RUSSIN, P.A.
2420 FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

MARK S. MELAND

TELEPHONE (305) 358-6363
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April 1, 1997

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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***122.50 ***122.50

Re: **Incorporation of MW Consulting, Inc.**

Ladies and Gentlemen:

I am enclosing for filing one original and one copy of the executed and notarized Articles of Incorporation for the above-referenced corporation.

Also, enclosed is a check in the amount of \$122.50 representing all filing fees and costs.

Please send us a certified copy of the filed Articles of Incorporation at your earliest opportunity in the stamped and self-addressed envelope provided for your convenience.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,


Mark S. Meland

MSM/aa
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -3 AM 10:09

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ARTICLES OF INCORPORATION
OF

MW CONSULTING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -3 AM 10:09

ARTICLE I - Name

The name of the corporation is MW Consulting, Inc. (the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - Capital Stock

The Corporation is authorized to issue 10,000 shares of US \$.01 par value common stock. The Board of Directors may authorized the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - Initial Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the registered office of this Corporation is:

Mark S. Meland, Esq.
Meland & Russin, P.A.
2420 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE V - Corporate Mailing Address

The principal office and mailing address of the Corporation is:

1900 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE VI - Incorporator

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

<u>Name</u>	<u>Address</u>
Mark S. Meland, Esq.	2420 First Union Financial Center 200 South Biscayne Boulevard Miami, Florida 33131

ARTICLE VII - Powers

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VIII - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

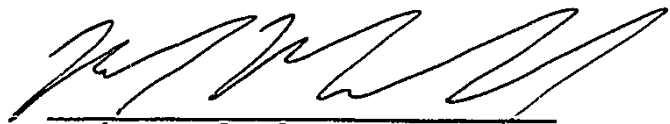
ARTICLE IX - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

ARTICLE X - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Articles of Incorporation this 1st day of April, 1997.

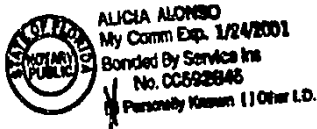


Mark S. Meland, Esq.
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Mark S. Meland, Esq., who is personally known to me and who, after being duly sworn, did freely and voluntarily acknowledge that, according to law, he made and subscribed the foregoing Articles of Incorporation of MW Consulting, Inc.

IN WITNESS WHEREOF, I have set my hand and affixed my seal of office to this document this 15th day of April, 1997.



Alicia Alonso
Notary Public, State of Florida
At Large
Print Name: ALICIA ALONSO
Commission No.

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MW Consulting, Inc. at the place designated in the Articles of Incorporation, Mark S. Meland, Esq., agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0501(3), Fla. Stat. (1990), relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated this 15th day of April, 1997.

By: [Signature]

Mark S. Meland, Esq.

mw/articles