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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: DEIROS CONSULTANTS, INC.

AUDIT NUMBER.....H97000005575

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
OF
DEIROS CONSULTANTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is DEIROS CONSULTANTS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 VI - INITIAL REGISTERED OFFICE AND AGENTS

The street address of the initial registered office of this corporation is 9520 S.W. 79 Street, Miami, Florida 33173 and the name of the initial registered agent of this corporation and the address is Marlene Leon-Rubido, Esquire, at 9990 S.W. 77 Avenue, PH 4A, Miami, Florida 33156.

Prepared by:
Marlene Leon Rubido 1
9990 S.W. 77th Ave., Ste. PH-4A
Miami, Fl 33156
(305) 596-2211

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ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director (s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME

ADDRESS

JUAN L. DEIROS

9520 S.W. 79 Street
Miami, Florida 33173

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS

JUAN L. DEIROS

9520 S.W. 79 Street
Miami, Florida 33173

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3 day of April, 1997.


JUAN L. DEIROS

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STATE OF FLORIDA


COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JUAN L. DEIROS and known to be, and known personally to me to be, the persons who did take an oath and acknowledged and executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 3 day of April, 1997.

My Commission Expires:




NAME: Marlene Leon-Rubido
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
COMMISSION NO.:

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

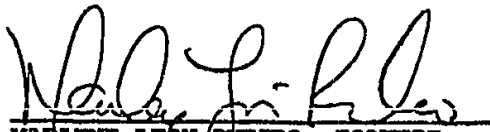
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that JUAN L. DEIROS, as incorporator of DEIROS CONSULTANTS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 9520 S.W. 79 Street, Miami, Florida 33173 has named MARLENE LEON-RUBIDO, ESQUIRE, 9990 S.W. 77 Avenue, PH 4A, Miami, Florida 33156 as its agent to accept service of process within Florida.

Dated: 4-3-97


JUAN L. DEIROS, Incorporator

Having been named to accept service of process for the above named 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 performance of my duties.


MARLENE LEON-RUBIDO, ESQUIRE,
Registered Agent

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SECRETARY OF STATE

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