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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~JOHN C. RODRIGUES~~
PHONE: (305)672-0686

Luis

FAX #: (305)672-9110

NAME: INTERNATIONAL CONSULTING ASSOCIATES, P.A.

AUDIT NUMBER.....H97000005562

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

CERT. OF STATUS..1

PAGES..... 4

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4-3-97

* SAARON - PER OUR DISCUSSION,
WE ARE AWARE OF "INTERNATIONAL
CONSULTANTS ASSOCIATES, INC." BUT STILL
WISH TO REGISTER THIS CORP.

Thank.

Luis

4/7

04/04/1997 15:48
1041922-3708

385-672-9110

04/04/97 15:28 Florida Department pl /1

MIAMI OFFICE

PAGE 01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 4, 1997

CORPORATE CREATIONS INTERNATIONAL

SUBJECT: INTERNATIONAL CONSULTING ASSOCIATES, P.A.
REF: W97000007925

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Sharon Tala
Document Specialist Supervisor

FAX Aud. #: H97000005562
Letter Number: 797A00017126

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
International Consulting Associates, P.A.

The Corporation is being formed for the practice of financial and management consulting services

Article II. Address

The mailing address of the Corporation is:
International Consulting Associates, P.A.
343 Alcazar Avenue
Coral Gables FL 33134

*effective
4-3-97*

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Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Jose A. Rodriguez
777 Brickell Avenue, Suite 950
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Alberto Milo, Jr.

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6829
(305) 672-0886

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective April 3, 1997

The undersigned incorporator executed these Articles of Incorporation on
April 4, 1997

Corporate Creations International Inc.

By: 

Luis A. Uriarte Vice President

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0886

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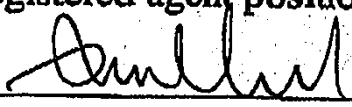
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE****CORPORATION:**

International Consulting Associates, P.A.

REGISTERED AGENT/OFFICE:Jose A. Rodriguez
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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Jose A. Rodriguez
by L.A. Uriarte as attorney-in-fact

Date: April 4, 1997

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