

P97000052823

DES
2737 Enterprise RD #111
Clearwater, FL 34615

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<input type="checkbox"/>	Domestication
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

502.
W97-13494

FILED
SECRETARY OF STATE
DIVISION
57 JUN 16 1997

File/16/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
CORPORATIONS
JUN 10 1997

June 9, 1997

DES
2737 ENTERPRISE ROAD #111
CLEARWATER, FL 34619

SUBJECT: MANAGEMENT ADVISOR SERVICES, INCORPORATED
Ref. Number: W97000013494

We have received your document for MANAGEMENT ADVISOR SERVICES, INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: O97A00031033

**Articles of Incorporation
of
Managerial Advisory Services, Incorporated**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97, 111, 111, 111

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607, Florida Stat., the Florida Business Corporation Act, hereby states the following:

Article I - Name and Address

Section 1. The name of the Corporation shall be **Managerial Advisory Services, Incorporated**.

Section 2. The initial principal office and the initial mailing address of the Corporation shall be 2737 Enterprise Road, Suite 111, Clearwater, Florida 34619.

Article II - Duration

The Corporation shall have perpetual existence beginning on the date these Articles are filed in the Office of the Secretary of State.

Article III - Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

Article IV - Capital Stock

The authorized capital stock of the Corporation shall be fifty million (50,000,000) shares of common stock, all of one class, having a par value of \$.0001 per share.

Article V - Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall hereinafter be referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

Article VI - Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the stockholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the stockholders may be altered, amended or repealed by the other group; provided, however, that any Bylaw adopted by the stockholders may provide that it shall be altered, amended, or repealed only by the stockholders.

Article VII - Registered Office and Agent


Section 1. The street address of the initial registered office of the Corporation shall be 2737 Enterprise Road, Suite 111, Clearwater, Florida 34619.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be David E. Salmon, 2737 Enterprise Road, Suite 111, Clearwater, Florida 34619.

Article VIII - Incorporator

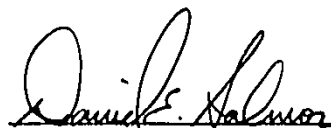
The name and address of the Incorporator is David E. Salmon, 2737 Enterprise Road, Suite 111, Clearwater, Florida 34619.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on 4 June 1997.


David E. Salmon

ACCEPTANCE BY REGISTERED AGENT

I hereby accept to act as the initial Registered Agent for Managerial Advisory Services, Incorporated, as stated in these Articles of Incorporation.


David E. Salmon

FILED
STATE
RECORDS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97, " " " " " " " "

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13th day of June, 1997.

My Commission expires:



CESAR AUGUSTO MUNIZ
COMMISSION # CC 503079
EXPIRES OCT 18, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.