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TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314	
SUBJECT: Gensus, Corp. (Proposed corporate name - must include suffix)	77, 22569138
	.04/9701137020 ***70.00 *****70.00 dacheck
FROM: Scatt G. Villanueva, Esq. Name (printed or typed) 7500 NW 15 th St., Suite 209 Address Miani, F2 33/22 City, State & Zip (305) 591-1331 Daytime Telephone number	SECRETARY OF STATE ONS DIVISION OF CORPORATIONS 97 AUG -4 PH 1:28
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NOTE: Please provide the original and one copy of the articles.

SCOTT G. VILLANUEVA

ATTORNEY AT LAW

MIAMI AIRPORT CENTER
7500 NW 25th Street, Suite 209
MIAMI, FLORIDA 33122
TELEPHONE (305) 591-1331
TELEFAX (305) 591-1332

Auguust 11, 1997

Division of Corporations Attn: Wanda Sampson

Re: Gensys, Corp.

Dear Ms. Sampson,

In response to our telephone conversation of earlier today I am refiling the Articles of Incorporation of Gensys, Corp. I am aware of the existence of Genesis, Ltd., however we are satisfied that there exists sufficient difference not to confuse our customers. Should you have any further questions or comments please let me know.

Very truly yours,

Scott Villanueva, Esq.



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 6, 1997

SCOTT G. VILLANUEVA, ESQ. 7500 NW 25TH ST., SUITE 209 MIAMI, FL 33122

SUBJECT: GENSYS CORP. Ref. Number: W97000018075

We have received your document for GENSYS CORP. and your check(s) totaling \$70.00. 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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Letter Number: 297A00039885

Wanda Sampson Document Specialist

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of the corporation shall be:

Gensys Corp.



ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2222 Brickell Avenue, Suite #2 Miami, FL 33129

ARTICLE III - SALES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000,000 SHARES

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET **ADDRESS**

The name and address of the initial registered agent is:

Scott G. Villanueva, Esq. 7500 N.W. 25th St., Suite 209 Miami, FL 33122

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Luis Roberto Illanes Alvarez 2222 Brickell Avenue, Suite #2 Miami, FL 33129

Cesar Pablo Rodriguez Gomez 2222 Brickell Avenue, Suite #2 Miami, FL 33129

Jaime Antonio Soto Munoz 2222 Brickell Avenue, Suite #2 Miami, FL 33129

Fernando Miguel Cubillos Gomez 2222 Brickell Avenue, Suite #2 Miami, FL 33129

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this day of, 1997.
(an additional article must be added if an effective date is requested.)
Mul
Luis Roberto Illanes Alvarez
Cesar (Pable Rodriguez Gomez
Jaime Antonio Solg Munoz
1 Milhuti
Fernando Miguel Cubillos Gomez

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **GENSYS, CORP.**

2. The name and address of the registered agent and office is:

SCOTT VILLANUEVA, ESQ. 7500 N.W. 25TH ST., SUITE 209 MIAMI, FL 33122

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Scott Villanueva

(Date)

DIVISION OF CORPORATIONS, P.O. Box 6327, TALLAHASSEE, FL 32314

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