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11/24/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: GENERAL CONSULTING CO., INC.

AUDIT NUMBER.....H97000019546

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

CERT. OF STATUS..0

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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B. REGISTER NOV 24 1997

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ARTICLES OF INCORPORATION
OF
GENERAL CONSULTING CO., INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME. The name of the corporation is: GENERAL CONSULTING CO., INC., located at 91 S.W. 12th Way, Boca Raton, FL 33486.

ARTICLE II. DURATION. The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE. The corporation may transact any and all lawful business for which corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK. The aggregate number of shares which the corporation has authority to issue is 500, all of which shall be common shares of the par value of \$1.00 per share.

ARTICLE V. REGISTERED OFFICE. The street address of the initial registered office of the corporation is: 91 S.W. 12th Way, Boca Raton, FL, and the initial registered agent at such address is Nader Hooshmand.

ARTICLE VI. DIRECTORS. The corporation shall have two directors initially. The number of directors may be increased from time to time by by-laws adopted by the stockholders, but shall never be less than one.

Prepared by: 561-368-1773
Sadkowski & Associates
500 N.E. Spanish River Blvd, #28A
Boca Raton, FL 33431

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ARTICLE VII. INITIAL DIRECTORS. The name and post office address of the members of the first Board of Directors are:

Nader Hooshmand
91 S.W. 12th Way
Boca Raton, FL 33486

Robert Tamcsin
64 Alton Rd. #42
Miami Beach, FL 33139

IN WITNESS WHEREOF, I have subscribed my name this 24TH
day of NOVEMBER, 1997.

Nader Hooshmand
Nader Hooshmand
91 S.W. 12th Way
Boca Raton, FL 33486

STATE OF FLORIDA

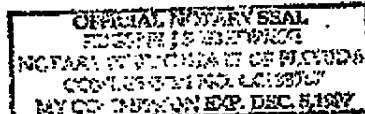
COUNTY OF PALM BEACH

On this 24TH day of NOVEMBER, 1997,

before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared Nader Hooshmand, to me known to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA



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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

Mark H. Harlan
Registered Agent

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