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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-2002

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~JOHNNY C. RODRIGUEZ~~ *Lms*

PHONE: (305) 672-0686

EFFECTIVE DATE

FAX #: (305) 672-9110

NAME: MAXELL CONSULTING GROUP INC.

AUDIT NUMBER.....H97000020623

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

CERT. OF STATUS..1

PAGES.....4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight

DEC 15 1997

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ARTICLES OF INCORPORATION

Article I. Name

EFFECTIVE DATE

The name of this Florida corporation is:
Maxell Consulting Group Inc.

12-12-97

Article II. Address

The mailing address of the Corporation is:
Maxell Consulting Group Inc.
7000 SW 62nd Avenue
Penthouse C
Miami FL 33143

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TALLAHASSEE, FLORIDA

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Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Christina Gonzalez
7000 SW 62nd Avenue
Penthouse C
Miami FL 33143

Article IV. Board of Directors

The incorporator shall hold an organizational meeting or execute a written consent to elect a Board of Directors who shall complete the organization of the Corporation.

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.

Christina Gonzalez | FL Bar Member 018937
Gonzalez & Rembold
7000 SW 62nd Avenue, Penthouse C
Miami FL 33143
305-665-0889

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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:

Christina Gonzalez
Gonzalez & Rembold
7000 SW 62nd Avenue, Penthouse C
Miami FL 33143

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 12, 1997.

The undersigned incorporator executed these Articles of Incorporation on December 15, 1997.



CHRISTINA GONZALEZ
by L.A. Uriarte as attorney-in-fact

Christina Gonzalez | FL Bar Member 018937
Gonzalez & Rembold
7000 SW 62nd Avenue, Penthouse C
Miami FL 33143
305-665-0889

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Maxell Consulting Group Inc.

REGISTERED AGENT/OFFICE:

Christina Gonzalez
7000 SW 62nd Avenue
Penthouse C
Miami FL 33143

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TALLAHASSEE, FLORIDA

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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.



CHRISTINA GONZALEZ

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

Date:12/15/97

Christina Gonzalez | FL Bar Member 018937
Gonzalez & Rembold
7000 SW 62nd Avenue, Penthouse C
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