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MCKENZIE, CLARK, LEAR & SEGARRA

15165 NW 77TH AVENUE, STE. 2003
MIAMI LAKES, FL 33014
(305) 826-0037
FAX: (305) 827-5666

Tuesday, December 09, 1997

Department Of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

RE: INCORPORATION OF MCKENZIE CONSULTING GROUP, INC. AND VTR, CORP.

We are enclosing two (2) copies of McKenzie Consulting Group, Inc. and VTR, Corp.'s Articles of Incorporation, and the Certificate of Designation Registered Agent/ Registered Office, along with the correspondent \$122.50 fee per corporation.

If you have any questions, please do not hesitate to call us.

Sincerely,



Candido Segarra
Senior Partner

CS/cl

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Candido Segarra GAVE

AUTHORIZATION BY PHONE TO

CORRECT Principal address + Article 3

DATE 12/16

DOC. EXAM. Bm

B. McKnight DEC 16 1997

ARTICLES OF INCORPORATION
OF MCKENZIE CONSULTING GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Article of Incorporation

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be **MCKENZIE CONSULTING GROUP, INC.**
The Principal address is 15165 NW 77th Ave., Suite 2003, Miami, Fl. 33014

ARTICLE II
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE III
INITIAL REGISTERED OFFICE/AGENT

The street address of the Corporation's initial registered office in the State of Florida is 15165 N.W. 77th. St. Miami, FL 33014; and the name of its initial registered agent at such address is Anthony Moore.

ARTICLE IV
AUTHORIZED CAPITAL STOCK

The total number of shares of which the Corporation shall have the authority to issue is one hundred (100) shares and the par value of each share shall be \$1.00.

ARTICLE V
PROVISIONS

The provisions for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

ARTICLE VI
BOARD OF DIRECTORS

this corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless shareholders shall, by a majority vote hereafter, determine that this corporation be managed by the shareholders. The number of directors constituting the initial Board of Directors of the Corporation is one (1). The name and address of each person who is to serve as members of the initial Board of Directors of the Corporation are as follows:

Anthony Moore
15165 NW 77th. Ave., Suite 2003
Miami, FL 33014

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation on this, the 1st day of November, 1997.



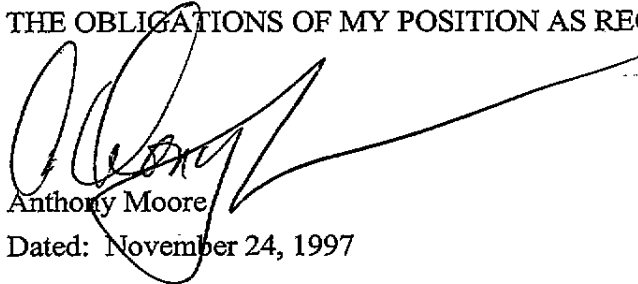
Anthony Moore, Incorporator

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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 MCKENZIE CONSULTING GROUP, INC.
2. The name and address of the registered agent and office is Anthony Moore, 15165 NW 77th. Ave., Suite 2003, Miami, FL 33014

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT HE 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 COMLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Anthony Moore
Dated: November 24, 1997

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97 DEC 16 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA