000/06/52 RATE INDUSTRIES, INC. 97 DED

LAZARUS CORPORATE INDUSTRIES,

Requestor's Name

890 S.W. 87 AVENUE, SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

K. Rolfe DEC 1 7 1997

97 DEC 17 PM 3:50 SECRETARY OF STATE TALLAHASSEE, FLORIDA

Office Use Only

Examiner's Initials

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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	2. (Corporation Name)				(Document #)		
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	4(0	Name)		(Documen	t#)		
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CR2E031(1/95)

ARTICLES OF INCORPORATION

INTERNATIONAL ACCOUNTING CONSULTANTS INC

The undersigned subscriber to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the state of Florida.

ARTICLE 1 - CORPORATE NAME

The name of this corporation is:

INTERNATIONAL ACCOUNTING CONSULTANTS INC.

ARTICLE 2 - DURATION

The corporation will exist perpetually unless dissolved according to Florida law.

ARTICLE 3 - PURPOSE

The corporation is organized for the purpose of engaging in any business activities permitted under the laws of the United States and the State of Florida.

ARTICLE 4 - CAPITAL STOCK

The corporation is authorized to issue 100 shares of TEN dollars par value Common Stock, which shall be designated "Common Shares".

ARTICLE 5 - INITIAL REGISTERED OFFICE & AGENT

The principal office or mailing address of the corporation is:

INTERNATIONAL ACCOUNTING CONSULTANTS INC. 5545 S.W 8 STREET SUITE 105 MIAMI, FLORIDA 33134

The name and address of the initial registered agent is:

MARCOS TORO 5545 S.W 8 STREET SUITE 105 MIAMI, FL 33134

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This corporation shall have **ONE** director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never have less than one. The names and addresses of the initial board of directors are as follows:

MARCOS TORO 5545 S.W 8 STREET SUITE 105 MIAMI, FL 33134

ARTICLE 7 - INCORPORATORS

The names & addresses of the Incorporators signing these Articles of Incorporation are as follows:

MIAMI, FL 33134 MARCOS TORO 5545 S.W 8 STREET SUITE 105

IN WITNESS WHEROF, the undersigned subscriber(s) have executed these Articles of Incorporation this 16 day of DECEMBER, 1997.

STATE OF FLORIDA, COUNTY OF DADE,

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared

MARCOS TORO

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation and acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand & seal, in the State & County aforesaid, this 16 day of DECEMBER, 1997.

>>>>>>> RICHARD F. TORO

Notary Public, State of Florida

Commission No. CC 28:1687

OFFICE My Commission E. Files 47999 RICHARD F. TORO Bookled Through Fla. Note by Service & Boarding Co.

Summinummunimminummin

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

INTERNATIONAL ACCOUNTING CONSULTANTS INC.

Pursuant to Florida Statutes 48.091 & 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the state of Florida with its registered office as indicated in the Articles of Incorporation at 5545 S.W 8 ST SUITE 105 has named MARCOS TORO located at the aforesaid address, as registered agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Registered Agent

97 DEC 17 PM 3: 50
SECRETARY OF STATE