

P97000109038

C.L.D.E.S.A, INC.
151 Majorca Avenue, Suite C
Coral Gables, FL 33134
(305) 444-8333
(305) 444-8334

December 23, 1997

Secretary of State
Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

Re: Athanur Business Transformation
Technology Corp.

500002386195--3
-12/30/97--01075--002
****245.00 ****122.50

Dear Sirs:

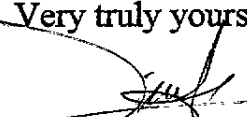
We are enclosing the following:

- 1) Articles of Incorporation of the subject company, duly executed.
- 2) Check for \$ 122.50 covering:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	35.00
	\$ 122.50

Thank you for your assistance.

Very truly yours,


Francisco J. Fernández

FILED
97 DEC 30 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/31/97-Jem

CERTIFICATE OF INCORPORATION
OF

Athanur Business Transformation Technology Corp.

The undersigned hereby subscribes this certificate of Incorporation
for the purpose of forming a corporation under the laws of the
State of Florida, subject to the following provisions:

ARTICLE ONE

The name of the Corporation shall be

Athanur Business Transformation Technology Corp. _____

ARTICLE TWO

The corporation may engage in any activity or business permitted
under the laws of the United States and of the State of Florida.

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ARTICLE THREE

The maximum number of shares of stock which the corporation will
have outstanding at any time shall be 500 shares of common stock
of \$1.00 par value per share. All or any part of the capital stock may
be paid for either in lawful monies of the United States of America,
or in services, at a true valuation thereof.

ARTICLE FOUR

The corporation shall begin business with a minimum capital in the
amount of \$ 500.00 (FIVE HUNDRED 00/100 dollars).

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

Initially the principal office of the corporation shall be located at 151 Majorca Avenue, Suite C, Coral Gables, FL 33134. Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be two directors. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and post office addresses of the members of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are as follows:

BOARD OF DIRECTORS

Jesus Ramirez
Chairman-Director

Enrique Krieb
Director

151 Majorca Avenue, Suite C
Coral Gables, FL 33134.

ARTICLE NINE

The names and post office addresses of the officers
of this corporation are :

Jesus Ramirez
President -Secretary

Enrique Krieb
Vice-President & Treasurer

151 Majorca Avenue, Suite C
Coral Gables, FL 33134.

ARTICLE TEN

The name and post office address of each subscriber to
these Articles of Incorporation is:

Francisco J. Fernández
151 Majorca Avenue, Suite C
Coral Gables, FL 33134

ARTICLE ELEVEN

This corporation shall have full power to carry on and transact each or
all of the businesses enumerated in Article Two of this Certificate, and
shall have all the general and additional powers now and hereafter
conferred upon it by law.

ARTICLE TWELVE

This corporation shall have the power to issue the whole or any
part, determined by the Board of Directors, of the shares of the
capital stock as partly said, subject to call thereon until the whole
thereof shall have been paid.

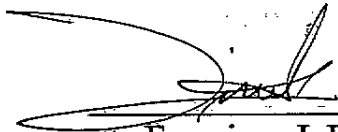
ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE FOURTEEN

This corporation shall designate Gabriel Prats, with offices located at 151 Majorca Avenue, Suite C, Coral Gables, FL 33134, as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set their hand and affixed their seal on this twenty third day of December of 1997.


Francisco J. Fernández

STATE OF FLORIDA
COUNTY OF MIAMI DADE

Before me , the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared **FRANCISCO J. FERNANDEZ** who first having been duly sworn, personally known to me,executed the foregoing Certificate of Incorporation of Athanur Business Transformation Technology Corp., freely & voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Miami Dade County, Florida this twenty third day of December of 1997.



Rene Medina -Notary Public-
State of Florida at large-
My Commission Expires



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted,
in compliance with said act:

Athanur Business Transformation Technology Corp., with its principal place of business, as indicated in the articles of Incorporation as the city of Miami, County of Dade, State of Florida has named **GABRIEL PRATS** with offices at 151 Majorca Avenue, Ste. C, Coral Gables, FL 33134. Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


GABRIEL PRATS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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