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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ACCOUNTING & TAX MANAGEMENT CENTER, INC.

AUDIT NUMBER.....H98000000605

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

CERT. OF STATUS..0

PAGES..... 4

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JAN 12 1998

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ARTICLES OF INCORPORATION

OF
ACCOUNTING & TAX MANAGEMENT CENTER, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: ACCOUNTING & TAX MANAGEMENT CENTER, INC.

The principal place of business of this corp. shall be: 3899 NW 7TH ST SUITE 203
MIAMI
FLORIDA 33126

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is 500@ \$1.00 authorized to have outstanding at any one time is: FIVE HUNDRED @ \$1.00 (ONE DOLLAR).

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Jose Nae
3899 NW 7th ST. Suite 203
Miami, FL 33126
Phone (305) 541-3980

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

ALBERT NAE
3899 NW 7TH ST SUITE 203
MIAMI, FL 33126

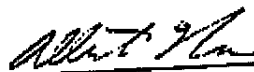
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

ALBERT NAE, PRESIDENT & SECRETARY
3899 NW 7TH ST SUITE 203
MIAMI, FL 33126

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 9th day of JANUARY, 1998.

Signature(s) of Incorporator(s)



Jose Nae
3899 NW 7th ST. Suite 203
Miami, FL 33126
Phone (305) 541-3980

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CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 Florida Statutes, the undersigned 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: ACCOUNTING & TAX MANAGEMENT
CENTER, INC.

2. The name and address of the registered agent and office is:

ALBERT NAE
3899 NW 7TH ST SUITE 203

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33126

(CITY/STATE/ZIP)

SIGNATURE

Albert Nae

(Corporate Officer)

TITLE

PRESIDENT

DATE

JANUARY 9, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Albert Nae
(Registered Agent)

DATE

1-9-98

Jose Nae
3899 NW 7th ST. Suite 203
Miami, FL 33126
Phone (305) 541-3980

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