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((H98000002942 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: RICARDO MARTINEZ-CID, P.A.
CONTACT: RICARDO MARTINEZ-CID
PHONE: (305)859-7494

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NAME: MBZ SERVICES CONSULTING CORPORATION

AUDIT NUMBER.....H98000002942

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A. (X)

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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TALLAHASSEE FLORIDA

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B. McKnight FEB 12 1998

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H98000002942

ARTICLES OF INCORPORATION

MBZ SERVICES CONSULTING CORPORATION

Article I - Name

The name of this corporation is MBZ SERVICES CONSULTING CORPORATION.

Article II - Purpose

This corporation is organized to invest, improve, manage, rent, sell and otherwise deal in real estate, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The principal address of the office of this corporation is 7536 W. 4th Lane, Hialeah, Florida 33014.

The name of the initial Registered Agent of this corporation is Miguel Angel Zahlene of 7536 W. 4th Lane, Hialeah, Florida 33014.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are Miguel Angel Zahlene, who will also serve as President of this corporation, and Beatriz C. Zahlene, who will also serve as Vice-president, Secretary and Treasurer, both of 7536 W. 4th Lane, Hialeah, Florida 33014.

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
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Article VII - Incorporator

The name and address of the person signing these Articles is Miguel Angel Zahlene, of 7536 W. 4th Lane, Hialeah, Florida 33014.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date these articles are filed with the Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this February 12, 1998.

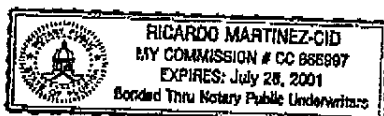


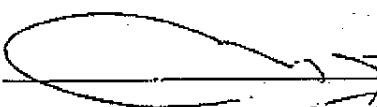
Miguel Angel Zahlene

STATE OF FLORIDA)
) SS.
MIAMI-DADE COUNTY)

BEFORE ME, the undersigned Notary Public, personally appeared Miguel Angel Zahlene, known to me personally and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this February 12, 1998.





Notary Public
State of Florida at Large

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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESS TO:


That MBZ SERVICES CONSULTING CORPORATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, Miami-Dade County, has named Miguel Angel Zahlene, located at 7536 W. 4th Lane, Hialeah, Florida 33014, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of

MBZ SERVICES CONSULTING CORPORATION

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this February 12, 1998.



Miguel Angel Zahlene
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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