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Law Offices
 AIRAN and ASSOCIATES, P.A.
 275 S.W. 13 Street (Coral Way)
 Miami, Florida 33130

D.S. (Dar) Airan, PhD, * LLM **

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 ** Real Estate, Land Dev. and Finance Law

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February 17, 1998

Department of State
 Division of Corporations
 The Capitol
 Tallahassee, Florida 32304

600002437936--8
 -02/23/98-01101-002
 *****70.00 *****70.00

Re: INTERNATIONAL MANAGEMENT CONSULTANTS

Gentlemen:

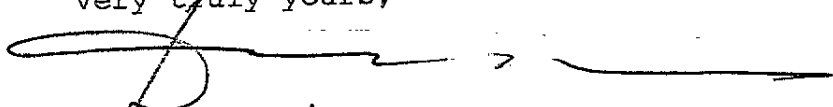
Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$70.00, representing payment of the following:

Filing fee	\$ 35.00
Registered agent fee	35.00

Please file the enclosed Articles of Incorporation and return a time stamped copy to the undersigned in the enclosed self-addressed and stamped envelope.

Thank you for your courtesies in this matter.

Very truly yours,


 D.S. (Dar) Airan
 DSA:mr
 Enclosures

Marshall/D. Airan GAVE
 AUTHORIZATION BY PHONE TO
 CORRECT add of Miami to corp. name
 DATE 3/3/98
 LOC. EXAM 33

FILED
 98 FEB 23 AM 9:34
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION.

98 FEB 23 AM 9:34

OF

INTERNATIONAL MANAGEMENT CONSULTANTS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
of Miami, Inc.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and the laws of the state of Florida.

ARTICLE I. CORPORATE NAME.

The name of this corporation is:

INTERNATIONAL MANAGEMENT CONSULTANTS of Miami, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

**ARTICLE V. REGISTERED AGENT, REGISTERED OFFICE
AND PRINCIPAL OFFICE**

The Registered Agent and the street address of the Registered Office and Principal Office of this Corporation in the State of Florida shall be:

Onofre Jose Maranon
523 West 68th Street
Suite #3
Hialeah, Florida 33014

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and his street address is:

ONOFRE JOSE MARANON
523 West 68th Street
Suite #3
Hialeah, Florida 33014

The persons named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

ONOFRE JOSE MARANON
523 West 68th Street
Suite #3
Hialeah, Florida 33014

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on February 18, 1998.

Onofre Maranon
ONOFRE JOSE MARANON
Incorporator

ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

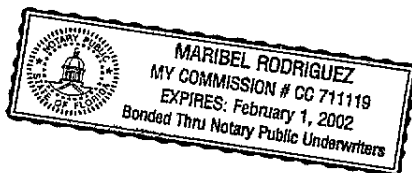
ONOFRE JOSE MARANON
523 West 68th Street
Suite #3
Hialeah, Florida 33014

By Onofre Maranon
ONOFRE JOSE MARANON
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared, to me known to be the person described as Incorporator and the Registered agent and who executed the foregoing Articles of Incorporation and the Acceptance by Registered Agent, and acknowledged before me that this individual subscribed to these Articles of Incorporation on Feb. 18, 1998.

Maribel Rodriguez
Notary Public, State of Florida at Large
My commission expires:



FILED
98 FEB 23 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA