



ACCOUNT NO. : 072100000032

REFERENCE : 754297 4312787

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pujols

ORDER DATE : March 25, 1998

ORDER TIME : 9:47 AM

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ORDER NO. : 754297-005

CUSTOMER NO: 4312787

CUSTOMER: H. James Catlin, Jr, Esq
CATLIN SAXON TUTTLE AND EVANS,
P.A.
Alfred I. Dupont Bldg., #1700
169 E. Flagler Street
Miami, FL 33131

DOMESTIC FILING

NAME: NS CONSULTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 PM 1:15

RECEIVED
98 MAR 25 AM 10:41
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

NS CONSULTING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 PM 1:15

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

ARTICLE I - NAME

The name of the corporation shall be:

NS CONSULTING, INC.

ARTICLE II - MANAGEMENT BY SHAREHOLDERS

All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the shareholders, from time to time, deem advisable, and any one or more of said offices may be held by the same person. The annual meeting of the corporation shall be held on such date as is provided in the Bylaws of the corporation, which said Bylaws may be amended at any time in accordance with their provisions.

The incorporator shall manage the business of the corporation until there are issued and outstanding shares of stock standing in the names of the shareholders of record.

ARTICLE III - ACTION BY UNANIMOUS CONSENT

The shareholders, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held

pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

ARTICLE IV - INITIAL OFFICERS

Until the incorporator or shareholders elect officers and same have been duly qualified, the business of the corporation shall be conducted by the following officers:

President/Treasurer

Esther M. Avila

Vice President/Secretary

Marie Fernandez

ARTICLE V - DURATION

The existence of this corporation shall be perpetual.

ARTICLE VI - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE VII - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 600 shares, each of the par value of One Dollar (\$1.00) all to be issued, fully paid, and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the incorporator, or by the shareholders at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the shareholders of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the shareholders shall determine.

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at Suite 107, 9445 S.W. 40th Street, Miami, Florida 33173. This corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its shareholders may from time to time authorize.

ARTICLE X - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other power as it may possess as a matter of law, all without limitation.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including but not limited to indemnification for counsel fees.

ARTICLE XII - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and the street address of the initial registered office of this corporation are:

*H. James Catlin, Jr.
1700 Alfred I. duPont Building
169 East Flagler Street
Miami, Florida 33131*

ARTICLE XIII - AMENDMENT

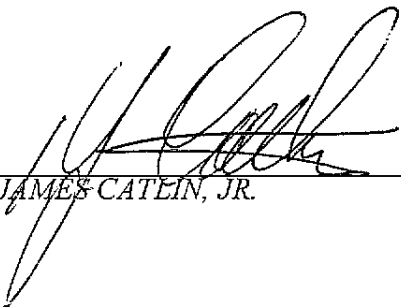
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - INCORPORATORS

The name and address of the person signing these articles of incorporation is:

*H. James Catlin, Jr.
1700 Alfred I. duPont Building
169 East Flagler Street
Miami, Florida 33131*


IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24 day of March, 1998.



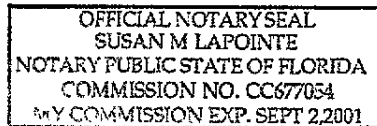
H. JAMES CATLIN, JR. (SEAL)

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Articles of Incorporation were acknowledged before me this 24th day of March, 1998 by H. James Catlin, Jr. He is personally known to me and did not take an oath.

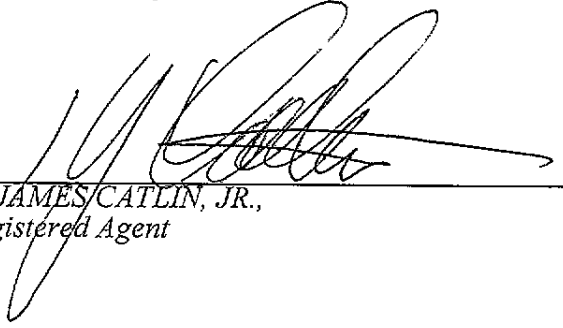


Name: SUSAN M LAPOINTE
Notary Public



REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in Paragraph XII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.



H. JAMES CATLIN, JR.,
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 PM 1:16