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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: ARMANDO MOTES DE OCA ACCT#: 075350000536
CONTACT: ARMANDO MONTES DE OCA
PHONE: (305)819-3730 FAX #: (305)819-3032

NAME: CNB II CONSULTING
AUDIT NUMBER.....Y98000009262
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 2
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ARTICLES OF INCORPORATION OF

CNB II Consulting Corp.

The undersigned subscriber to these articles of incorporation, being a natural person competent to contract, does hereby associate to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is CNB II Consulting Corp.

ARTICLE II

The term of existence of this corporation is to be perpetual.

ARTICLE III

The general nature of the business to be transacted by this corporation is:

The matter of General Business Consulting will be the medium which this business will be promoted.

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV

The aggregate number of shares of stock which this corporation shall have authority to issue is one hundred (100) shares of common stock with no par value, and consist of one class only. The consideration to be paid for each share shall be ten (\$5.00) dollars.

ARTICLE V

The amount of capital with which this corporation will begin business is five hundred (\$500.00) dollars.

ARTICLE VI

The initial post office address of this corporation is Jerome Messeroff, 7699 NW 79th Avenue, Tamarac, FL 33321. The Board of Directors from time to time may move the principal office of this corporation to any other address in the State of Florida.

Armando Montes de Oca
15280 NW 79th Court, Suite 251
Miami Lakes, FL 33016
(305)819-3730

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ARTICLE VII

The names and post office address of the registered agent of this corporation is:

Jerome Messeroff
7699 NW 79th Avenue
Tamarac, FL 33321

ARTICLE VIII

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time pursuant to bylaws adopted by the stockholders.

ARTICLE IX

The name and post office of the initial directors are:

Jerome Messeroff
7699 NW 79th Avenue
Tamarac, FL 33321

Claire Messeroff
7699 NW 79th Avenue
Tamarac, FL 33321

ARTICLE X

The name and post office address of the directors, subscribers and sole incorporator of these articles of incorporation, the number of shares of stock agreed to be taken and the value of the consideration therefore (which value is not less than the amount of initial capital specified in Article V herein) are:

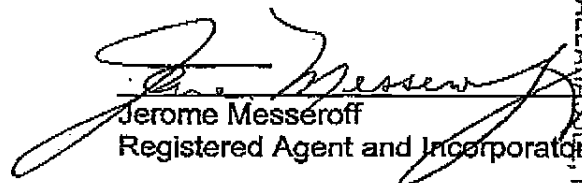
Jerome Messeroff
7699 NW 79th Avenue
Tamarac, FL 33321
50 shares - \$250.00

Claire Messeroff
7699 NW 79th Avenue
Tamarac, FL 33321
50 shares - \$250.00

ARTICLE XI

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 a majority of the stock entitled to vote, thereof.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Jerome Messeroff
Registered Agent and Incorporator

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