

P9800000418402

TRANSMITTAL LETTER

DEPARTMENT OF STATE

DIVISION OF INCORPORATION

P.O. BOX 6327

TALLAHASSEE, FL 32314

000002536260--9
-05/27/98-01031--009
*****78.75 *****78.75

SUBJECT: SYSMO GROUP CORPORATION

PLEASE, FIND ENCLOSED AN ORIGINAL AND ONE COPY OF

THE ARTICLES OF INCORPORATION AND A CHECK FOR \$ 78.75 COVERING FILING FEE,

DESIGNATION OF REGISTERED AGENT, AND A CERTIFICATE OF STATUS OF THE ABOVE

MENTIONED CORPORATION.

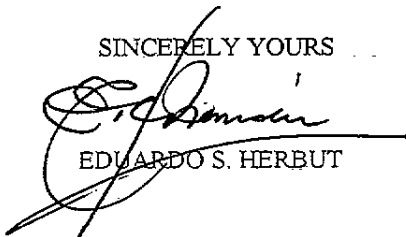
FROM: EDUARDO S. HERBUT

14345 S.W. 52 STREET

MIAMI, FL 33175

PHONE: 305- 5510606

SINCERELY YOURS


EDUARDO S. HERBUT

FILED
98 MAY 27 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5/29/98

5

FILED
98 MAY 27 AM 9:35
1 OF 4 - SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

SYSMO GROUP CORPORATION

THE UNDERSIGNED SUScriBER TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA..

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION SHALL BE:

SYSMO GROUP CORPORATION

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAWS.

ARTICLE III- PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA

ARTICLE IV- PRICIPAL OFFICE

THE PRICIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

14345 S.W. 52 STREET

MIAMI , FLORIDA 33175

ARTICLE V- SHARES

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND OF SHARES (1000) OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED " COMMON SHARES.

ARTICLE VI -INTIAL REGISTERED AGENT AND STREET

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION ARE:

EDUARDO S. HERBUT

14345 S.W 52 STREET

MIAMI, FLORIDA 33175

ARTICLE VII- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF THE INITIAL DIRECTOR ARE AS FOLLOWS:

EDUARDO S. HERBUT

14345 S.W. 52 STREET

MIAMI, FLORIDA 33175

ARTICLE VII- INCORPORATOR

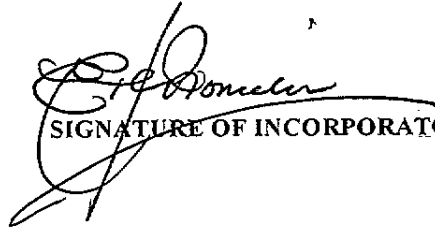
THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION
ARE AS FOLLOWS:

EDUARDO S. HERBUT

14345 S.W. 52 STREET

MIAMI, FLORIDA 33175

IN WITNESS WHEREOF, THE UNDERSIGNED SUSCRIBER HAVE EXECUTED THESE
ARTICLES OF INCORPORATION THI 22th DAY OF MAY,1998


SIGNATURE OF INCORPORATOR

DATE: MAY 22, 1998

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

SYSMO GROUP CORPORATION

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


SIGNATURE/REGISTERED AGENT

DATE: MAY 22, 1998

FILED
98 MAY 27 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA