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PLEASE REPLY TO:

June 18, 1998

Miami

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***131.25 ***131.25

State of Florida
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: State Financial Consultants Limited Co.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$131.25 covering filing fee, certified copy and certificate.

Thank you for your assistance in this matter.

Very truly yours,


Mark V. Silverio

MVS:dm
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 22 AM 9:51

D. BROWN JUN 24 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 22 AM 9:51

ARTICLES OF INCORPORATION
OF
STATE FINANCIAL CONSULTANTS Limited Co.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of this corporation is State Financial Consultants Limited Co.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 2121 Ponce de Leon Boulevard, Suite 650, Coral Gables, Florida 33134.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Mark V. Silverio, Suite 2450, 44 West Flagler Street, Miami, Florida 33130.

ARTICLE V: INCORPORATOR

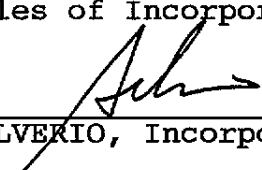
The name and address of the incorporator of these Articles of Incorporation is Mark V. Silverio, Esq., Silverio & Hall, Suite 2450 Courthouse Tower, 44 West Flagler Street, Miami, Florida 33130.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is:

President/Director: Guillermo Cartaya, 2121 Ponce de Leon
Boulevard, Suite 650, Coral Gables, Florida 33134

The undersigned has executed these Articles of Incorporation this
18th day of June, 1998.



MARK V. SILVERIO, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

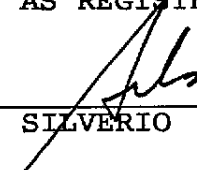
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 22 AM 9:51

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is **State Financial Consultants Limited Co.**
2. The name and address of the registered agent and office is:

Mark V. Silverio
Suite 2450
44 West Flagler Street
Miami, Florida 33130

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.



MARK V. SILVERIO

Date: June 18, 1998.