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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CONSOLIDATED PROFESSIONAL RESOURCES, INC.

AUDIT NUMBER.....H98000013174

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

.OF

CONSOLIDATED PROFESSIONAL RESOURCES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation:

CONSOLIDATED PROFESSIONAL RESOURCES, INC.

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is to be perpetual.

ARTICLE THREE
PURPOSE

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

This Document Prepared by:
Eduardo Cantera
Attorney At Law
Florida Bar # 154990
4864 N.W. Seventh Street
Miami, Florida 33126
Phone (305) 442-4343 FAX (305) 443-2200

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H98000013174**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 1,000 Shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE FIVE
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 4864 N.W. Seventh Street Miami, Fla 33126

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 4864 N.W. Seventh Street Miami, Florida 33126 and the name of it's initial registered agent at such address is Eduardo Cantera, Esq.

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ARTICLE SEVEN
DIRECTORS

The Number of directors constituting the initial Board of Directors of the Corporation shall be Three (3) directors.

Magali Alvarez Sarlabous
8855 Collins Avenue
Miami Beach, Florida 33154

Juana M. Villamil
245 West 61 Street
Hialeah, Florida 33012

Josephine G. Cantera
771 N.W. 126 Ct
Miami, Florida 33182

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Eduardo Cantera, Esq.	4864 N.W. Seventh Street Miami, Florida 33126

ARTICLE NINE
INDEMNIFICATION

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

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ARTICLE TEN
AMENDMENTS

These articles of incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHERETO, I, Eduardo Cantera, being the incorporator of this corporation, make and file these articles of incorporation this 15th day of July, 1998.


Eduardo Cantera, Attorney At Law
FBN 154990

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

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: _____

CONSOLIDATED PROFESSIONAL RESOURCES, INC.

2. The name and address of the registered agent and office is:

EDUARDO CANTERA, ESQ.

4864 N.W. Seventh Street

(P.O. BOX NOT ACCEPTABLE)

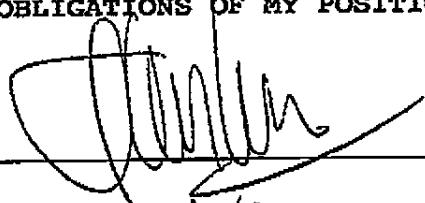
Miami, Florida 33126

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 _____

DATE _____


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TALLAHASSEE, FLORIDA

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