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8/31/98

FLORIDA DIVISION OF CORPORATIONS  
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((H98000016237 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: I & M CONSULTANT SERVICES, CORP.

AUDIT NUMBER.....H98000016237

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

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98 AUG 31 PM 3:40  
TALLAHASSEE, FLORIDA

R. CHESSER SEP 1 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**I & M CONSULTANT SERVICES, CORP.**

*ARTICLE I*

The name of the corporation is: **I & M CONSULTANT SERVICES, CORP.**

*ARTICLE II*

The Corporation may engage in or transact in any or in all activity or business permitted under the laws of the United States and of the State of Florida.

*ARTICLE III*

The Corporation is authorized to issue and have outstanding an aggregate number of One Hundred (100) shares of one class of common stock, having a par-value of One ( \$1.00) Dollar per share. This consideration to be paid for each share of stock shall be fixed by the Board of Directors.

*ARTICLE IV*

All shareholders of the Corporation shall be vested with full preemptive rights.

*ARTICLE V*

The Corporation initial Registered Agent and Registered Office in the State of Florida are:

**INITIAL REGISTERED AGENT: IDANIA LINA MORA**

**INITIAL PRINCIPAL OFFICE : 5581 SW 8 ST.**  
**and REGISTERED OFFICE MIAMI, FL. 33126**

Prepared by: Regina Ramirez Accounting Service  
1790 W. 49th. St., Suite 219  
Hialeah, Fl 33012  
(305) 827-4449

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**TALLAHASSEE, FLORIDA**

H98000016237

Having been named Initial Registered Agent to accept service of process of the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

**ARTICLE VI**

The number of Directors constituting the Initial Board of Directors of the Corporation is one, the number of Directors may be increased or decreased from time to time by Laws but shall never be less than one.

**ARTICLE VII**

The name and address of the members of the Initial Board of Directors is:

Name  
**IDANIA LINA MORA**

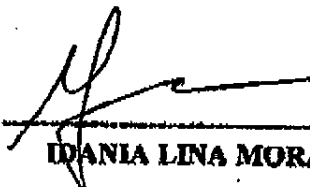
Address  
**312 EAST 63 ST  
HIALEAH, FL. 33013**

**ARTICLE VIII**

The name and addresses of the Incorporators executing these Articles of Incorporation are:

Title/Name  
President :  
**IDANIA LINA MORA**  
100% Shares

Address  
**312 EAST 63 ST  
HIALEAH, FL. 33013**

  
\_\_\_\_\_  
**IDANIA LINA MORA**

H98000016237

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 and 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.

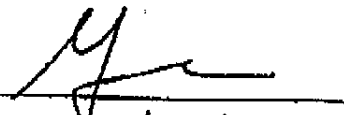
1. The name of the corporation is: **I & M CONSULTANT SERVICES, CORP.**
2. The name and addresses of the registered agent and office is:

**IDANIA LINA MORA  
5581 SW 8 ST.  
MIAMI, FL. 33126**

**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 REGISTRERED 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: \_\_\_\_\_

  
8/28/98