

P98000104406

Expert Business Services, Inc.

Full Accounting Services

December 11, 1998

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation
Maghales Consulting Corporation

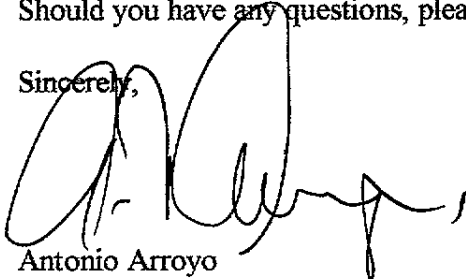
Dear Sir/Madam:

Please find enclosed a check in the amount of \$78.70 and a check for \$.05 (\$70.00 for the filing fee and \$8.75 for a certified copy).

Enclosed is an original and a copy of the Articles of Incorporation along with a self-addressed stamped envelope to have a copy stamped and returned to our office.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,



Antonio Arroyo

Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 PM 5:24

700002711527--1
-12/14/98--01078--008
*****0.05 *****0.05

700002711527--1
-12/14/98--01078--007
*****78.70 *****78.70

3301 Ponce de Leon Blvd.
Suite 210
Coral Gables, FL 33134
(305) 567-2885
FAX 567-3110

12-15
12-15

ARTICLES OF INCORPORATION
OF
MAGHALES CONSULTING CORPORATION

FILED STATE
SECRETARY OF CORPORATIONS
98 DEC 14 PM 5:25

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: MAGHALES CONSULTING CORPORATION.

ARTICLE II

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

ARTICLE III

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 500 shares at a par value of \$1.00 per share. Holders of the common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall not be less than \$500.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of the corporation, in the State of Florida is:

c/o EXPERT BUSINESS SERVICES, INC.
3301 Ponce De Leon Blvd.
Suite 210
Coral Gables, Florida 33134

The board of directors may, from time to time, move the principal office to any other address.

ARTICLE VII

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders, but there shall always be at least one director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer of the corporation, or by reason of any

action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

No contract or other transaction between this corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other firm or corporation, provided that the fact he/she is so interested shall be disclosed or shall have been known to the Board of Directors or members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE VIII

The name and post office address of the member of the first Board of Directors and the officer who shall hold office for the first year of existence of the corporation, or until their

successors are elected or appointed and have qualified, is as follows:

DIRECTORS

ANTONIO MAGHALES c/o Expert Business Services, Inc.
3301 Ponce De Leon Blvd.
Suite 210
Coral Gables, Florida 33134

OFFICERS

ANTONIO MAGHALES
President/Secretary

ARTICLE IX

This corporation shall designate Antonio Arroyo, with offices located at: 3301 Ponce De Leon Blvd., Suite 210, Coral Gables, Florida 33134 as its duly authorized registered agent to be in charge of the corporate registered office, as required by law.

ARTICLE X

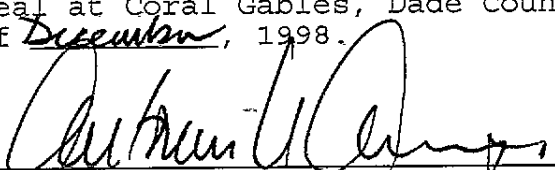
The name and the address of the incorporators subscribing to these Articles are: Antonio Arroyo, 3301 Ponce De Leon Blvd, Suite 210, Coral Gables, Florida 33134

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 it to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to

vote thereon unless all of the directors and all of the
stockholders sign a written statement manifesting their intention
that a certain amendment of these Articles of Incorporation be
made.


IN WITNESS WHEREOF, the undersigned has set his hand and
seal at Coral Gables, Dade County, Florida, this 10th day
of December, 1998.

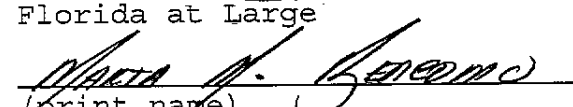

Antonio Arroyo, Incorporator
3301 Ponce De Leon Blvd.
Suite 210
Coral Gables, Florida, 33134

STATE OF FLORIDA)
COUNTY OF DADE)

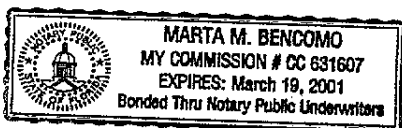
I HEREBY CERTIFY that on this day, personally appeared
before me, a notary public duly authorized to take
acknowledgments, Antonio Arroyo, to me known to be the person who
executed the above and foregoing Articles of Incorporation, for
the purpose therein described.

WITNESS my hand and official seal at Coral Gables, Dade
County, Florida this 10th day of DECEMBER, 1998.


Notary Public, State of
Florida at Large


(print name)

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
OF FLORIDA, NAMING AN AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes the following is submitted:

That MAGHALES CONSULTING CORPORATION, desiring to qualify under the laws of the State of Florida, has named ANTONIO ARROYO, 3301 Ponce De Leon Blvd, Suite 210, Coral Gables, Florida 33134, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation, at the place designated in the Articles of Incorporation and this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 10th day of December, 1998.


ANTONIO ARROYO.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 PM 5:25