

P98000105683

E & R Consultants, Inc.
17556 S.W. 142 Ct.
Miami, Florida 33177

November 8th, 1998

000002715720--5
-12/18/98--01040--015
****122.50 *****78.75

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Fl 32399

Re: E & R Consultants, Inc.

Gentlemen:

Enclosed, please find the original and One Copy of Articles of Incorporation , together with a check in the amount of \$ 122.50 .

This represents the cost of the Filing Fees , Certified Copy of Articles of Incorporation and Fee for Registered Agent designation for the above named corporation.

Sincerely yours



Enrique Rodriguez-Azpericueta
E & R Consultants, Inc.

enclosure.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

Page 1

Name of corporation

E & R Consultants, Inc.

The undersigned suscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

E & R Consultants, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The 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 - CAPITAL STOCK

The corporation is authorized to issue One Hundred SHARES(100) of Five dollar (s) (\$ 5.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The principal office, or mailing address of the corporation is:

NAME E & R Consultants, Inc..

ADDRESS: 17556 SW 142 Ct

CITY Miami, FLORIDA 33177

The name and street address of the Initial Registered Agent of this corporation is:

NAME / Enrique Rodriguez-Azpericueta

ADDRESS/ 17556 S.W.142 Ct

CITY / Miami, Fl 33177

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) director(s) 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(s) and address(es) of the initial director(s) the corporation is (are) as follows.

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NAME / Ramon Lorente
ADDRESS / 2428 S.W. 13th Street
CITY / Miami, Florida 33145

NAME Enrique Rodriguez-Azpericueta
ADDRESS/ 17556 S.W. 142 Ct
CITY / Miami, STATE Florida ZIP 33177

ARTICLE VII - INCORPORATORS

The name and address(es) of the incorporator(s) signing these Articles of incorporation is (are) as follows:

NAME / Ramon Lorente
ADDRESS / 2428 S.W. 13th Street
CITY / Miami, STATE Florida ZIP 33145

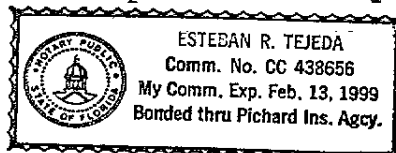
IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 7th day of November 1998

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared: Ramon Lorente and Enrique Rodriguez-Azpericueta known to me and known to be the person (s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that THEY executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal,
in the State and County aforesaid, this Seven day of November
1998.

(Notary Public, State of Florida at large)
My Commission Expires: February 13th, 1999



STATE OF FLORIDA

)

SS

COUNTY OF DADE

)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Ramon Lorente

Enrique Rodriguez-Azpericueta

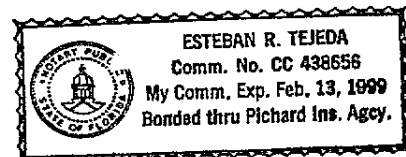
Ramon Lorente *Enrique Rodriguez-Azpericueta*

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that THEY executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this Seven day of November of 1998.

(notary seal)

Esteban R. Tejeda
(Notary Public, State of Florida at large)
My Commission Expires: February 13th, 1999
Bonded thru Pichard Ins. Agency



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF


E & R Consultants, Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 17556 S.W. 142 Ct.

Miami, Florida 33177
has named Mr. Enrique Rodriguez-Azpericueta located at the aforesaid address as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)

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