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Janaury 20, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Dear Sirs,

Please find enclosed the Aticles of Incorporation for The International Consultancy Inc submitted to your office for filing. Also enclosed is a postal money order for \$78.75.

If your regulations permit, kindly send to me the receipt or cetificate, if not, please send it to P.O. Box 9642 Fort Lauderdale, Florida 33310, the mailing address of the corporation.

Many thanks for your kind cooperation.

Respectfully yours,


Martin H. Bernsley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

THE INTERNATIONAL CONSULTANCY INC
ARTICLE I
NAME

The name of the corporation is The International Consultancy Inc.

ARTICLE II

DURATION

The period of existence of the corporation is perpetual

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is at 5000 North Ocean Boulevard, Suite 1101, Fort Lauderdale, Florida 33308. The mailing address of the corporation is Post Office Box 9642, Fort Lauderdale, Florida 33310.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office is at 5000 North Ocean Boulevard, Suite 1101, Fort Lauderdale, Florida 33308. The name of the initial Registered agent at that address is Curtis Bernsley.

ARTICLE V

AUTHORIZED SHARES

The corporation is authorized to issue two hundred (200) shares of common stock having no par value.

ARTICLE VI

MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by the shareholders without a board of directors.

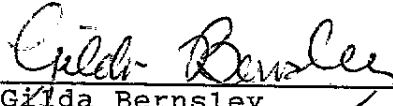
ARTICLE VII

INCORPORATORS


The name and address of the incorporator is Gilda Bernsley presently at 5000 North Ocean Boulevard, Suite 1101, Fort Lauderdale, Florida 33310

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I, Gilda Bernsley, have
executed these Articles of Incorporation this 19th day of
January, 1999


Gilda Bernsley

I do hereby accept my appointment as registered
agent for the corporation. I am familiar with and accept the
obligations of that office.


Curtis Bernsley

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