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To:
Division of Corporations
Fax Number : (850)922-4001

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Genesis Management Consulting, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Genesis Management Consulting, Inc.

Article II. Address

The mailing address of the Corporation is:
Genesis Management Consulting, Inc.
3926 Americana Drive
Tampa FL 33634

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Allen H. Libow
301 Yamato Road, Suite 4199
Boca Raton FL 33431

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Brian Roberts
Allison Roberts

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Allen H. Libow | FL Bar Member 899135
Graner, Root & Libow, P.A.
301 Yamato Road, Suite 4199
Boca Raton FL 33431
561-998-3232

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article VI. Incorporator


The name and address of the incorporator is:

Allen H. Libow
Graner, Root & Libow, P.A.
301 Yamato Road, Suite 4199
Boca Raton FL 33431

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 3, 1999.

The undersigned incorporator executed these Articles of Incorporation on February 3, 1999.



ALLEN H. LIBOW
by G.K. Kuroda as attorney-in-fact

Allen H. Libow | FL Bar Member 899135
Graner, Root & Libow, P.A.
301 Yamato Road, Suite 4199
Boca Raton FL 33431
561-998-3232

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

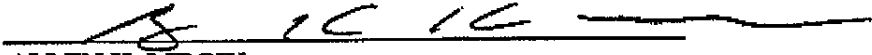
CORPORATION:

Genesis Management Consulting, Inc.

REGISTERED AGENT/OFFICE:

**Allen H. Libow
301 Yamato Road, Suite 4199
Boca Raton FL 33431**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ALLEN H. LIBOW
by G.K. Kuroda as attorney-in-fact

Date: February 3, 1999.

**Allen H. Libow | FL Bar Member 899135
Graner, Root & Libow, P.A.
301 Yamato Road, Suite 4199
Boca Raton FL 33431
561-998-3232**

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