

Charter Number Only

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VERIFICATION ONLY

Registrar's Name

Address

City

State

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Phone

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

CORPORATION(S) NAME

M.G.S. International Consulting, INC



Empire Toll Free: 1-800-432-3028

99 MAR 2
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 MAR 2 PM 12:59
FILED

- Profit
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- Limited Partnership
- Reinstatement
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- Call When Ready
- Walk In
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- Merger
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Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Cert copy

**ARTICLES OF INCORPORATION
OF**

M.G.S. INTERNATIONAL CONSULTING, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE 1 - NAME

The name of the Corporation is M.G.S. INTERNATIONAL CONSULTING, INC.

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is, 21111 NE 23RD AVENUE, MIAMI FLORIDA 33180 and the mailing address is the same.

ARTICLE 4 - INCORPORATORS

The name and street address of the incorporator of this corporation is:

HAIM GERI
21111 NE 23RD AVENUE
MIAMI, FLORIDA 33180

ARTICLE 5 - PRESIDENT

The initial President of the corporation shall be HAIM GERI. Whose address shall be the same as the principal office of the corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$ 1.00)**.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, of securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions of limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting of changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - POWERS OF CORPORATION

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 9 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is 21111 NE 23RD AVENUE, MIAMI, FLORIDA 33180. The name and address of the registered agent of this corporation is HAIM GERI, 21111 NE 23RD AVENUE, MIAMI, FLORIDA 33180.

ARTICLE 11 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the corporation but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 - EFFECTIVE DATE

These Articles of incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 13 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles if Incorporation or to any amendment hereto in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation At any amendment hereto aye granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the forgoing Articles of incorporation under the laws of the state of Florida, this 27 day of February 1999.



HAIM GERI,
Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation
Organized under the laws of the State of Florida, submits the following statement in designating
the registered agent, in the State of Florida.

1. The name of the corporation is:

M.G.S. INTERNATIONAL CONSULTING, INC.

2. The name and address of the registered agent is:

HAIM GERI
21111 NE 23RD AVENUE
MIAMI, FLORIDA 33180



President

2/27/99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE ON
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATING TO PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



SIGNATURE

2/27/99

99 MAR -2 PM 12:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED