



640 N.W. 36th COURT • SUITE D • MIAMI, FLORIDA 33125 • PHONE (305) 643-2928 (444-9755)

March 19, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Fl. 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 AM 9:35

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****122.00 ****78.75

Re: PENNAN CONSULTING USA, CORP.

Gentlemen:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation covering the above captioned proposed corporation, Resident Agent form, a check for \$122.00 for filing fees and return Fedex Airbill and envelope to return documents.

Kindly forward the certified copy of the Articles of Incorporation & Certificate to my office.

Very truly yours,

/s/
Enclosures

Diana Rodriguez GAVE
AUTHORIZATION BY PHONE TO
CORRECT Diana Rodriguez
DATE 3/29/99
DOC. EXAM Diana Brown

D. BROWN MAR 29 1999

ARTICLES OF INCORPORATION
OF
PENNAN CONSULTING USA, CORP.

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS:

The name of this corporation shall be:

PENNAN CONSULTING USA, CORP.
1723 Tigertail Ave., - Miami, Fl. 33133

ARTICLE II

PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

CAPITAL STOCK

The Aggregate number of shares which the corporation has authority to issue is 1000 all of which shall be common shares with no par value.

ARTICLE V

PRE-EMPTIVE RIGHTS GRANTED

Each share holders of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

MP

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office is:

1723 TIGERTAIL AVENUE, MIAMI, FLORIDA 33133

and the name of the initial agent of this corporation is:

FELICE F. MURGO

ARTICLE VII

DIRECTORS :

The Board of Directors of the corporation shall consist of not less than one (1) nor more than seven (7) members.

<u>NAME</u>	<u>ADDRESS</u>
INGE ASK, Director/CEO	1723 Tigertail Ave., Miami, Fl. 33133
FELICE F. MURGO, Pres./Treas/Dir.	1723 Tigertail Ave., Miami, Fl. 33133
ARNALDO E. GUERRERI, VP/Dir.	1723 Tigertail Ave., Miami, Fl. 33133
ALEXANDER M. MURGO, Dir.	1723 Tigertail Ave., Miami, Fl. 33133
MARBELLA M. MURGO, Sect/Dir.	ARTICLE VIII " " " "

COMMENCEMENT OF EXISTENCE:

The corporation shall be deemed to commence as of this date.

ARTICLE IX

The name and address of incorporators are:

FELICE F. MURGO, Sect./Dir. 1723 Tigertail Ave., Miami, Fl. 33133

ARTICLE X

INDEMNIFICATION:

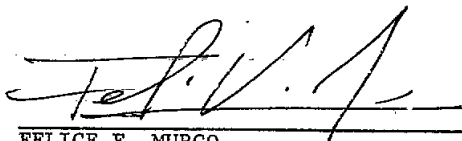
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

AMENDMENT:

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of March, 1999.


FELICE F. MURGO
SUBSCRIBER

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 FELICE F. MURGO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and HE acknowledged before me that HE executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 18th. day of March, 1999.


NOTARY PUBLIC STATE OF FLORIDA
AT LARGE

My Commission Expires:



DIANA RODRIGUEZ
My Commission CC509885
Expires Nov. 14, 1999

**CERTIFICATE DESIGNATING PLACE OR BUSINESS OR DOMICLE FOR THE
SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act;

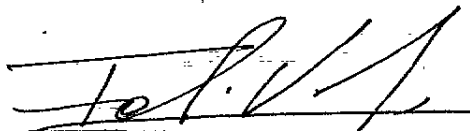
FIRST - That PENNAN CONSULTING USA, CORP.

desiring to organize under the laws of the State of Florida with
the Registered office as indicated in the Articles of Incorporation
at the City of Miami, County of Dade, State of Florida,

has named FELICE F. MURGO
1723 Tigertail Avenue
Miami, Florida 33133

as its Registered Agent to accept service of process within the
State ACKNOWLEDGMENT: (MUST BE SIGNED BY REGISTERED AGENT)

Having been named to accept service of process for the
above-styled corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.



BY: FELICE F. MURGO
(REGISTERED AGENT)

FILED STATE
SECRETARY OF CORPORATIONS
99 MAR 22 AM 9:36