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April 28, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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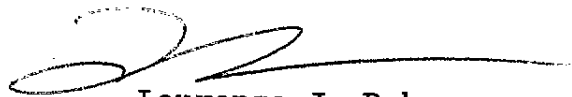
Re: INTERNATIONAL CONSULTING ENGINEERS, INC.

Gentlemen:

Enclosed please find my Trust Account check in the amount of \$122.50, together with one copy of the Articles of Incorporation on the above.

Kindly return a certified copy to the undersigned.

Sincerely,



Laurence J. Rohan

LJR/vjw

enclosures

Via Federal Express

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ARTICLES OF INCORPORATION

OF

INTERNATIONAL CONSULTING ENGINEERS, INC.

Article 1. Name of Corporation:

The name of the corporation shall be INTERNATIONAL CONSULTING ENGINEERS, INC.

Article 2. General Nature of the Business:

The general nature of the business is to engage in any lawful activity permitted under the Constitution and Statutes of the State of Florida.

Article 3. Stock:

The total number of shares authorized is 60 shares of common stock without par value, which stock shall be fully paid and non-assessable. Such stock may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors thereof, and may be paid for in cash, labor or service.

Article 4. Capital:

The number of shares with which this corporation shall commence business is 60 shares of common stock without par value, and the amount of capital with which this corporation shall commence business shall not be less than \$500.00.

Article 5. Term:

The Corporation shall continue perpetually, unless sooner dissolved according to law.

Article 6. Corporation's Principal Office and Initial Registered Agent:

The corporation's principal office shall be located at:
3451 North Meridian Avenue Miami Beach, FL 33140 and the name of
the initial Registered Agent is: Laurence J. Rohan, located at:
4675 Ponce de Leon Boulevard Suite 302 Coral Gables, FL 33146-2113.

Article 7. Directors:

The business of the corporation shall be conducted by a Board
of Directors, the number of which shall be fixed by the
stockholders at any regular or called meeting, but the number of
directors shall not be less than one nor more than seven. A
majority of the Board shall constitute a quorum. The members of
the Board of Directors shall be elected at the annual meeting of
the stockholders, and the several officers, as the case may be,
provided for in the by-laws, shall be elected by the Board of
Directors at a meeting held immediately after the adjournment of
the annual stockholders meeting.

Article 8. First Board of Directors:

The names and post office addresses of the members of the
first Board of Directors, who, subject to the provisions of this
certificate of incorporation, the by-laws of the corporation and
the Statutes of the State of Florida, shall hold office for the
first year of the corporation's existence, or until their
successors have been elected and qualified are as follows:

Parvin Johnson
3451 N. Meridian Avenue
Miami Beach, FL 33140

Patricia Johnson
3451 N. Meridian Avenue
Miami Beach, FL 33140

Article 9. Subscribers:

The proceeds of the stock subscribed for will be at least as

much as the amount necessary to begin business. The names and places of residence of the subscribers to the capital stock and the number of shares subscribed for by each are as follows:

LAURENCE J. ROHAN 60 shares
4675 Ponce de Leon Boulevard
Suite 302
Coral Gables, FL 33146-2113

Article 10. Officers:

The name and post office address of the officers, who subject to the provisions of this certificate of incorporation, the by-laws of the corporation and the Statutes of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors have been elected and qualified are as follows:

| | |
|-----------------------------|-------------------------------|
| Patricia Johnson, President | Parvin Johnson, Sec/Treasurer |
| 3451 N. Meridian Avenue | 3451 N. Meridian Avenue |
| Miami Beach, FL 33140 | Miami Beach, FL 33140 |

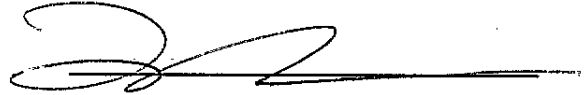
Article 11. Reservation:

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation, and all rights conferred upon stockholders are granted subject to this provision.

I, THE UNDERSIGNED, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of the Revised Corporation Law of the State of Florida, General Act 1925, and all amendments thereto, do make and file this certificate hereby declaring and certifying that the facts herein stated above are true, and do agree to take the number

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of shares stock hereinabove set forth, and have accordingly set my hand and seal this 28th day of April 1999.



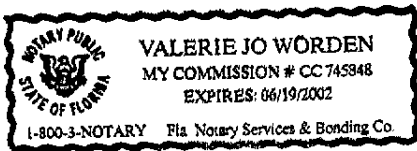
STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 28th day of April 1999, by LAURENCE J. ROHAN, who is personally known to me, and who did take an oath.


NOTARY PUBLIC

My Commission expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First.....That INTERNATIONAL CONSULTING ENGINEERS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, at the City of Coral Gables, County of Dade, State of Florida, has named LAURENCE J. ROHAN, ESQUIRE, located at 4675 Ponce de Leon Boulevard Suite 302 Coral Gables, FL 33146-2113 County of Miami-Dade, State of Florida , as its agent to accept service of process within this state.

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

By: 

(Resident Agent)