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SIDNEY EFRONSON
ATTORNEY-ABOGADO

SIDNEY EFRONSON
SARINO R. (RUSS) COSTANZO*
*ADMITTED TO FL. N.Y. & D.C. BARS

MICHAEL J. OSMAN
OF COUNSEL

May 25, 1999

SUITE 100
2250 SOUTHWEST 3RD AVENUE
(CORAL WAY)
MIAMI, FLORIDA 33129

TELEPHONE (305) 856-7844
TELEFAX (305) 856-7905

Secretary of State
Corporation Division
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

RE: Filing Articles of Incorporation of
ADVANCED TRAINING & CONSULTING CORP.

Dear Sir/Madam

Enclosed please find two executed copies of the Articles of Incorporation of the above named corporation. Also, enclosed please find a check in the amount of \$125.00 representing your payment for the filing of same.

Very truly yours,


SARINO R. COSTANZO

SRC/c

Enclosures - as stated

EFFECTIVE DATE
5-25-99

100002889621--4
-05/28/99-01067-014
****125.00 *****78.75

FILED
99 MAY 28 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK JUN 3 1999

EFFECTIVE DATE

5-25-99

ARTICLES OF INCORPORATION
OF

ADVANCED TRAINING & CONSULTING GROUP, INC.

FILED
99 MAY 28 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the laws of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

ADVANCED TRAINING & CONSULTING GROUP, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate existence commences at the date of execution and acknowledgment of these Articles on the 25th day of May, 1999.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

A. For transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

B. To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature and description wheresoever located, tangible and intangible, and including choses in action, either as owner,

This instrument prepared by:
Sarino R. Costanzo, Esq.
2250 S.W. Third Avenue, Ste. 100
Miami, Florida 33129
(305) 856-7334 Fla. Bar #060190

or broker, agent or factor.

C. In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

D. To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful purposes.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 150 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation is 2250 S.W. Third Avenue, Ste. 100, Miami, Florida 33129. The name of the initial registered agent of this corporation at that address is Sidney Efronson.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

NAME	ADDRESS
Antonio J. Sanchez	2250 S.W. Third Avenue, Ste. 100 Miami, Florida 33129
Henry Perez	2250 S.W. Third Avenue, Ste. 100 Miami, Florida 33129

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:

NAME	ADDRESS
Sarino R. Costanzo	2250 S.W. Third Avenue, Ste. 100 Miami Florida 33129

ARTICLE X - AMENDMENT

This 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 has executed these Articles of Incorporation for the uses and purposes herein stated this 25th day of May, 1999.


Sarino R. Costanzo

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME an officer authorized to take acknowledgements in the state and county set forth above, personally appeared

Sarino R. Costanzo

to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that she executed same freely and voluntarily for the uses and purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official, in the state and county aforesaid, this 25th day of May, 1999.


Notary Public State of Florida/
At Large

My commission expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
99 MAY 28 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED AND NAMES AND ADDRESSES OF THE
OFFICERS AND DIRECTORS

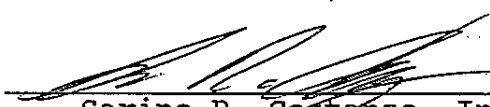
The following information is submitted in compliance with
the provisions of Fla.Stat. Sec. 48.091:

ADVANCED TRAINING & CONSULTING GROUP, INC.

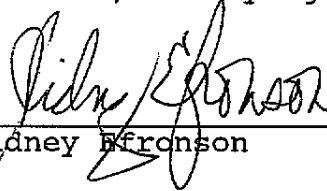
a corporation organized under the laws of the State of Florida,
with its principal office located at 2250 S. W. Third Avenue,
Suite 100, Miami, Florida 33129 has named Sidney Efronson, 2250
S.W> Third Avenue, Suite 100, Miami, Florida 33129 as its agent
to accept service within this state.

The names and addresses of the officers and directors of the
above named corporation are:

NAME	POSITION	ADDRESS
Antonio J. Sanchez	President, Treasurer	2250 S.W. 3rd Ave., Suite 100 Miami, Florida 33129
Henry Perez	Vice President Secretary	2250 S.W. 3rd Ave., Suite 100 Miami, Florida 33129


Sarino R. Costanzo, Incorporator

The undersigned, having been named to accept service of
process for the above-named corporation, hereby agrees to act in
such capacity.


Sidney Efronson