

P 99000052555

KURZBAN KURZBAN WEINGER AND TETZELI, P.A.

PLAZA 2650
2650 S.W. 27TH AVENUE
SECOND FLOOR
MIAMI, FLORIDA 33133

TELEPHONE (305) 444-0060

TELECOPIER
(305) 444-3503

EFFECTIVE DATE

6-1-99

June 1, 1999

By Express Mail

Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

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Dear Sir or Madam:

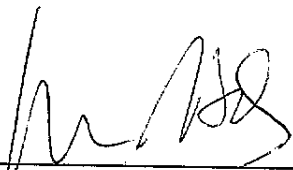
This office is representing and assisting TRM Consulting Inc. in establishing a new Florida for profit corporation. As per your instructions, please find enclosed the two original sets of the Articles of Incorporation of TR Consulting Inc. and the filing fee.

If you have any questions, please feel free to call me.

Sincerely,


KURZBAN KURZBAN WEINGER AND TETZELI, P.A.


by:


Monika Abels
Paralegal

Enclosures:
as stated

FILED
99 JUN -7 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 GAVE
AUTHORIZATION BY PHONE TO
CORRECT Cap Phone
DATE 6-18-99
DCC. EXAM CB


6-10-99
7

ARTICLES OF INCORPORATION
OF
TRM CONSULTING, INC.

EFFECTIVE DATE

6-1-99

I, the undersigned, hereby execute the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE ONE

The name of the Corporation shall be :

TRM CONSULTING, INC.

ARTICLE TWO

The Corporation shall commence its existence of the 1ST day of June, 1999 and shall exist perpetually thereafter unless sooner dissolved according to law.

The general purpose for which the Corporation is organized includes the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes.

ARTICLE THREE

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE FOUR

Characteristics of such stock shall be as follows:

Capital Stock authorized : 1,000 shares

Par Value Thereof: \$1.00

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TALLAHASSEE, FLORIDA

ARTICLE FIVE

The amount of capital with which this Corporation shall begin business will not be less than One Thousand Dollars (\$1,000.00). No share(s) shall be sold without the agreement of all shareholders.

ARTICLE SIX

The street address of the principal office is: 1259 Asturia Avenue, Coral Gables, Fl. 33134.

The name and address of its initial registered agent is: Virginie Mathon 1259 Asturia, Coral Gables, Florida 33134.

ARTICLE SEVEN

The Corporation shall have two (2) shareholders:

Virginia Mathon	50 %
Francisco Javier Simon Garrido	50 %

ARTILE EIGHT

The Corporation shall have two (2) officers.

ARTICLE NINE

The names and addresses of the officers and first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are:

Name:

Address:

Virginie Mathon
President/Treasurer

1259 Asturia Avenue
Coral Gables, Florida 33134

Francisco Javier Simon Garrido
Vice President/Secretary

1259 Asturia Avenue
Coral Gables, Florida 33134

ARTICLE TEN

The name and address of the subscriber to the Certificate of Incorporation is:

Virginie Mathon-Simon
1259 Asturia Avenue
Coral Gables, Florida 33134

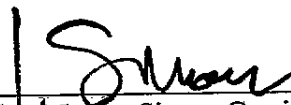
ARTICLE ELEVEN

The Corporation shall have all rights and powers consistent with the laws of the State of Florida.

I, THE UNDERSIGNED, being the original subscribers to the capital stock herein above-named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock herein above set forth, and seal this 1st day of June, 1999.



Virginie Mathon

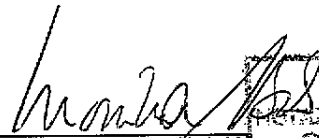


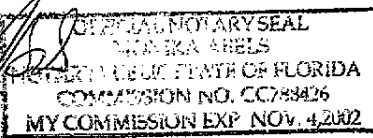
Francisco Javier Simon Garrido

STATE OF FLORIDA)
 :SS
COUNTY OF DADE)

BE IT REMEMBERED that on this 1st June, 1999 personally appeared before me Virginie Mathon-Simon, the party to the foregoing Certificate of Incorporation, known to me personally to be such and acknowledged such Certificate to be the free and voluntary act and deed of him and that the facts herein stated are truly set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 1st day of June, 1999.


NOTARY PUBLIC
State of Florida at Large



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99 JUN -7 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and states that she is familiar with and accepts the obligations provide for in Florida Statutes 607.0505



Virginie Mathon

STATE OF FLORIDA)
 :SS
COUNTY OF DATE)

BE IT REMEMBERED that on this 1st day of June, 1999 personally appeared before me Virginie Mathon, party to the above Acceptance of Appointment, known to me personally to be such, and acknowledged such Acceptance to be the free and voluntary act and deed of him and that the facts herein stated are truly set forth.

Virginie Mathon
Virginie Mathon

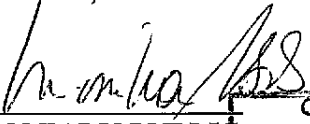
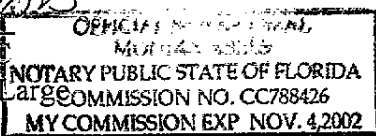
STATE OF FLORIDA)
 :SS
COUNTY OF DADE)

BE IT REMEMBERED that this 1st day of ^{JUNE}~~May~~, 1999, personally appeared before me Virginie Mathon so the foregoing Acknowledgment, known to me personally to be such and acknowledged such Acknowledgment to be the free and voluntary set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 1st day of June, 1999.

Monika Abels
NOTARY PUBLIC
State of Florida
OFFICIAL NOTARY SEAL
MONIKA ABELS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC788426
MY COMMISSION EXP. NOV. 4, 2002

WITNESS my hand and official seal at Miami, Dade County, Florida, this 1st day of June, 1999.


NOTARY PUBLIC
State of Florida at Large


**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 -- The TRM CONSULTING, 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 Miami, County of Dade, State of Florida, has named Virginie Mathon located at 1259 Asturia, Coral Gables, Florida 33134, County of Dade, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above state Corporation, at the 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.
