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CORPORATION(S) NAME

WORLD CONSULTING GROUP, INC.

(PLEASE FILE WITH OVERPAYMENT)

☒ Profit
☒ NonProfit

() Amendment

() Merger

() Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent

☒ Certified Copy

() Photo Copies

() Certificate Under Seal

() Call When Ready

() Call If Problem

() After 4:30

☒ Walk In

() Will Wait

☒ Pick Up

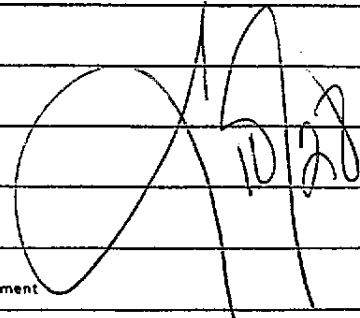
() Mail Out

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 OCT 28 AM 9:46

RECEIVED

Empire Toll Free: 1-800-432-3028

Name	
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certified
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

**ARTICLES OF INCORPORATION OF
World Consulting Group, Inc.**

ARTICLE I NAME

The name of the Corporation is World Consulting Group, Inc.

ARTICLE II TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III PERMITTED ACTIVITY

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

ARTICLE IV AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5000) shares of voting common stock with no par value share.

ARTICLE V PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation and initial place of business is 8500 S.W. 8th Street, Suite 222, Miami, Florida 33144. The initial Registered Agent is CARLOS A. VALDERRAMA at 8500 S.W. 8th Street, Suite 222, Miami, Florida 33144.

ARTICLE VII DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and address of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

CARLOS A. VALDERRAMA
8500 S.W. 8th St., Suite 222
Miami, Florida 33144

DIRECTOR

GIANCARLO O. AMPRIMO
10820 S.W. 32nd St.
Miami, FL 33165

DIRECTOR

ARTICLE VIII INITIAL OFFICERS

GIANCARLO O. AMPRIMO
10820 S.W. 32nd St.
Miami, FL 33165

PRESIDENT/TRESURER

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CARLOS A. VALDERRAMA
8500 S.W. 8th St., Suite 222
Miami, Florida 33144

VICE-PRESIDENT/SECRETARY

ARTICLE IX INCORPORATOR

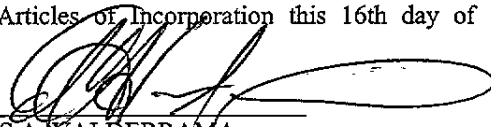
The name and address of the incorporator is: CARLOS A. VALDERRAMA at 8500 S.W. 8th Street, Suite 222, Miami, Florida 33144.

ARTICLE X INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

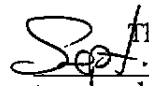
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of September, 1999.


CARLOS A. VALDERRAMA

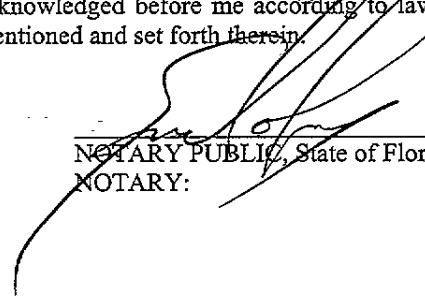
STATE OF FLORIDA)

:SS

COUNTY OF DADE)

 The foregoing Articles of Incorporation was acknowledged before me this 24 day of Sept., 1999, by Carlos A. Valderrama who is personally known to me and who did not take an oath. He acknowledged before me according to law, that he made and subscribed the same for the purpose therein mentioned and set forth therein.

My Commission Expires:


NOTARY PUBLIC, State of Florida at Large
NOTARY:

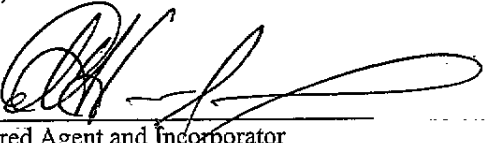
 Emilio Sans
Commission # CC 753173
Expires June 21, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organization under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: World Consulting Group, Inc. The name and address of the Registered Agent is: CARLOS A. VALDERRAMA, 8500 S.W. 8th Street, Suite 222, Miami, Florida 33144.

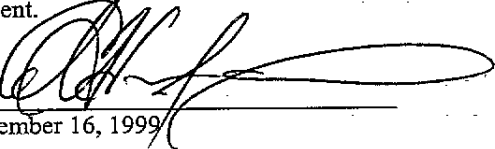
3. The name and address of the Corporate office is: 8500 S.W. 8th Street, Suite 222, Miami, Florida 33144.

Signature: 

Title: Registered Agent and Incorporator

Date: September 16, 1999

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: 

Date: September 16, 1999

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TALLAHASSEE FLORIDA