

PP9000109830



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 522169 7162078

AUTHORIZATION : *Patricia Pizzuti*

COST LIMIT : \$ 78.75

ORDER DATE : December 20, 1999

ORDER TIME : 12:08 PM

ORDER NO. : 522169-005

CUSTOMER NO: 7162078

600003076506--3

CUSTOMER: Ms. Mercy Pelaez
THE DECARLO GROUP CERTIFIED
THE DECARLO GROUP CERTIFIED
1001 Brickell Bay Drive
27th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: CS&S CONSULTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

99 DEC 21 PM 12:53

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC 21 AM 10:45

RECEIVED

EFFECTIVE DATE

12/15/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC 21 PM 12:53

ARTICLES OF INCORPORATION

OF

CS&S CONSULTING, INC.

The undersigned, acting as the Incorporators, sign the following Articles of Incorporation for the purpose of forming a corporation, under the laws of the State of Florida.

ARTICLE I

The corporate name for the corporation (hereinafter called the "Corporation") is CS&S Consulting, Inc.

ARTICLE II

The existence of the Corporation shall be effective as of the 15th day of December, 1999 and shall be perpetual.

ARTICLE III

The Corporation shall have all of the powers vested in a Florida corporation, in accordance with Chapter 621 of the Florida Statutes, and is authorized to engage in the practice of Financial Public Relations and any and all lawful business and activities permitted under this Chapter.

ARTICLE IV

The maximum number of shares which the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of Common Stock, with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation are:

Yvonne C. Collins
3301 Coral Way, 3rd Floor
Miami, Florida 33145

ARTICLE VI

The Corporation shall have three (3) members of the Board of Directors initially. The names and addresses of the initial Directors of the Corporation are:

Yvonne C. Collins
3301 Coral Way, 3rd Floor
Miami, Florida 33145

Simon V. Porteous
3301 Coral Way, 3rd Floor
Miami, Florida 33145

Sherri Bass
3301 Coral Way, 3rd Floor
Miami, Florida 33145

The number of Directors may be increased or decreased from time to time, pursuant to the duly enacted Bylaws of the Corporation, but shall never be less than one (1).

ARTICLE VII

The names and addresses of the Incorporators are:

Yvonne C. Collins
3301 Coral Way, 3rd Floor
Miami, Florida 33145

Simon V. Porteous
3301 Coral Way, 3rd Floor
Miami, Florida 33145

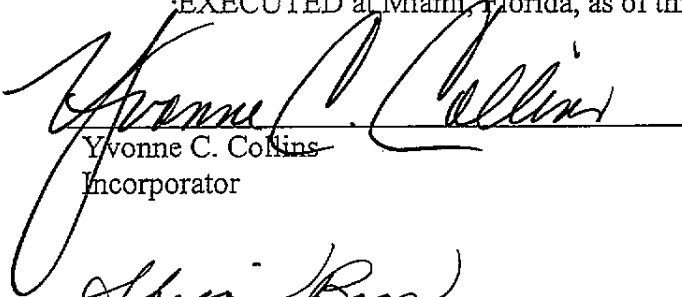
Sherri Bass
3301 Coral Way, 3rd Floor
Miami, Florida 33145

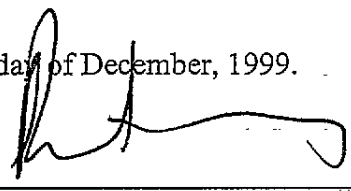
ARTICLE VIII

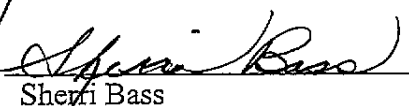
The principal business and mailing address of the Corporation shall be:

3301 Coral Way, 3rd Floor
Miami, Florida 33145

EXECUTED at Miami, Florida, as of this 15th day of December, 1999.


Yvonne C. Collins
Incorporator

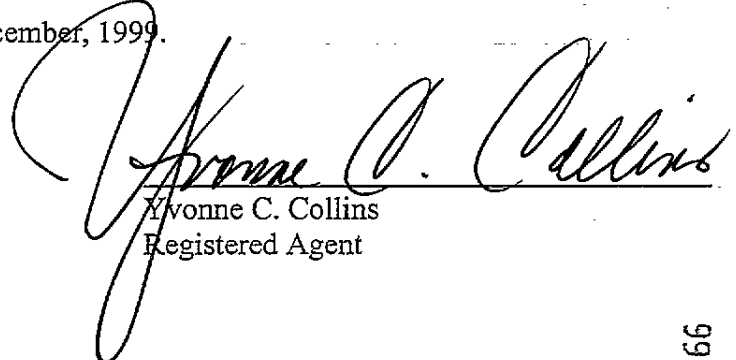

Simon V. Porteous
Incorporator


Sherri Bass
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed as the Registered Agent of CS&S Consulting, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 15th day of December, 1999.


Yvonne C. Collins
Registered Agent

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