

P98000060440

GILBRIDE, HELLER & BROWN, P.A.

ATTORNEYS AT LAW

ONE BISCAYNE TOWER • 15TH FLOOR

2 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131

LAWRENCE R. HELLER
MEMBER OF THE FLORIDA
AND CALIFORNIA BARS

July 1, 1998

TELEPHONE 358-3580
AREA CODE 305
FAX: (305) 374-1756

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300002580843--4
-07/06/98--01111--011
****122.50 ****122.50

Re: IFCE Consulting and Marketing Services, Inc.

Gentlemen:

Enclosed are original Articles of Incorporation, Designation of Registered Agent and our firm check in the amount of \$122.50 to cover the fee for registering a new corporation.

If you have any questions, please do not hesitate to contact the undersigned.

Sincerely



SUZANNA S. PEREZ
Assistant to Lawrence R. Heller
SP/enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 PM 1:25

7-8
WS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 PM 1:25

ARTICLES OF INCORPORATION
OF IFCE CONSULTING AND MARKETING SERVICES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is IFCE Consulting and Marketing Services, Inc.

ARTICLE II
NATURE OF BUSINESS

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

ARTICLE III
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as voting common stock. The maximum number of shares of common stock, which the corporation is authorized to have outstanding is 500 shares of a par value of \$1.00 per share. Holders of common stock are entitled to one vote per share and there shall be no cumulative voting. Holders of all common stock

EFFECTIVE DATE
7-1

classes, shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than \$500.00

ARTICLE V
BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation commences shall be the time of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
ADDRESS

The initial street address of the principal office of this corporation is 701 Brickell Avenue, Suite 2620, Miami, Florida 33131.

ARTICLE VIII
DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

ARTICLE IX
INITIAL DIRECTORS

The name and address of the initial director of the corporation is:

Hans de Langen, Director, President
701 Brickell Avenue
Suite 2620
Miami, Florida 33131.

Lazara Ameng-Torres, Director, Vice President
701 Brickell Avenue
Suite 2620
Miami, Florida 33131.

ARTICLE X
THE NAME AND ADDRESS OF THE SUBSCRIBER
TO THESE ARTICLES OF INCORPORATION

Lawrence R. Heller, Esquire, One Biscayne Tower, Suite 1570,
Miami, Florida 33131.

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a shareholders' meeting by the majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

[Handwritten signature]

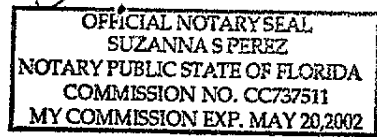
STATE OF FLORIDA :
:
COUNTY OF DADE :

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared Lawrence R. Heller, Esquire, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledges before me that he subscribed to those Articles of Incorporation.

WITNESS, my official seal in the County and State aforesaid, this 1st day of July, 1998.

[Handwritten signature]

Notary Public State of Florida
at Large



My commission expires:

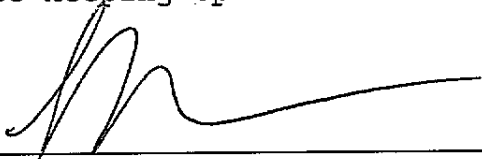
**CERTIFICATE OF RESIDENT AGENT
OF
IFCE CONSULTING AND MARKETING SERVICES, INC.**

Pursuant to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

That IFCE Consulting and Marketing Services, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, designates Lawrence R. Heller, Esquire, whose address is One Biscayne Tower, Two South Biscayne Boulevard, Suite 1570, Miami, Florida 33131, as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

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



LAWRENCE R. HELLER
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 PM 1:25