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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 708654 6401A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : October 13, 1995

100001611021

ORDER TIME : 12:17 PM

10-13

ORDER NO. : 708654

CUSTOMER NO: 6401A

CUSTOMER: Joshua Bennett, Esq
SCHANTZ SCHATZMAN
& AARONSON, P.A.
Suite 1050
200 South Biscayne Boulevard
Miami, FL 33131-2394

DOMESTIC FILING

NAME: MERCURY CAPITAL CORPORATION

RECEIVED
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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 13 AM 1:25

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS
IN THE STATE OF FLORIDA:**

1. MERCURY CAPITAL CORP.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. NEW YORK (State or country under the law of which it is incorporated) 3. 112928080 (FEI number, if applicable)
4. MARCH 1988 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. June 1, 1995
(Date first transacted business in Florida. (See Sections 607.1501, 607.1502 and 817.155, F.S.))
7. 317 MADISON AVENUE, SUITE 1100, NEW YORK, NEW YORK 10017
(Current mailing address)

8. GENERAL BUSINESS PURPOSES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:
Name: JOSH N. BENNETT, ESQ.
SCHANTZ, SCHATZMAN, AARONSON & CAHAN, P.A.
Office Address: 200 SOUTH BISCAYNE BOULEVARD, #1050
MIAMI, Florida, 33131
(Zip code)

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


JOSH N. BENNETT
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: JEFFREY MESHEL
Address: 317 MADISON AVENUE, SUITE 1100
NEW YORK, NEW YORK 10017

Vice Chairman: MARC P. GLEITMAN
Address: 317 MADISON AVENUE, SUITE 1100
NEW YORK, NEW YORK 10017

Director: JEFFREY MESHEL
Address: 317 MADISON AVENUE, SUITE 1100
NEW YORK, NEW YORK 10017

B. OFFICERS

President: JEFFREY MESHEL
Address: 317 MADISON AVENUE, SUITE 1100
NEW YORK, NEW YORK 10017

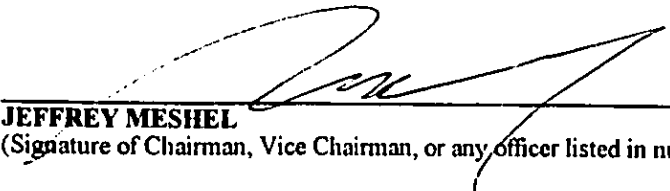
Vice President: JEFFREY MESHEL
Address: 317 MADISON AVENUE, SUITE 1100
NEW YORK, NEW YORK 10017

Secretary: MARC P. GLEITMAN
Address: 317 MADISON AVENUE, SUITE 1100
NEW YORK, NEW YORK 10017

Treasurer: MARC P. GLEITMAN
Address: 317 MADISON AVENUE, SUITE 1100
NEW YORK, NEW YORK 10017

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
JEFFREY MESHEL
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. PRESIDENT
(Typed or printed name and capacity of person signing application)

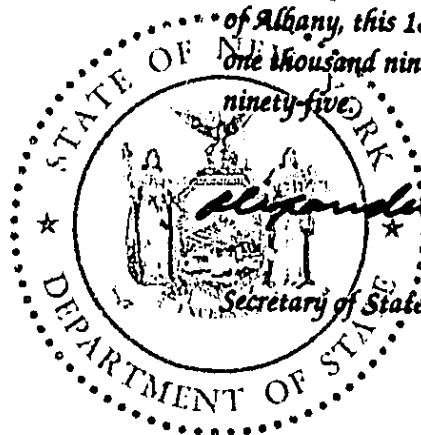
State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of MERCURY CAPITAL CORP. was filed on 03/17/1988, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Statement of Addresses and Directors is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 18th day of September
one thousand nine hundred and

ninety-five



Alexander F. Trenchard

Secretary of State

199509190278

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