

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-9172 FAX

800-342-8086



P1500066062

ACCOUNT NO. : 072100000032

REFERENCE : 669168 82150A

AUTHORIZATION : *Patricia Pizots*

COST LIMIT : \$ 122.50

ORDER DATE : August 25, 1995

ORDER TIME : 10:24 AM

500001569975

ORDER NO. : 669168

CUSTOMER NO: 82150A

CUSTOMER: Ms. Liz O'Sullivan
XL CORPORATE SERVICES

62 White Street

New York, NY 10013

DOMESTIC FILING

NAME: M-FORMATION, INC.

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: Karen B. Rozar

EXAMINER'S INITIALS: _____

FILED
95 AUG 25 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN
AUG 25 1995

ARTICLES OF INCORPORATION
OF
M-FORMATION, INC.

FILED
95 AUG 25 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

- 1 The name of the corporation is M-FORMATION, INC.
- 2 The duration of the corporation shall be perpetual.
- 3 The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
- 4 The aggregate number of shares which the corporation shall have authority to issue is 200 shares, all without par value and of one class.
- 5 The principal address and mailing address of the corporation will be 2000 TOWERSIDE TERRACE, STE. 1703, MIAMI, FLORIDA 33138 and the name of its initial registered agent at such address is MARY WESTON.
- 6 The number of directors constituting the initial board of directors is ONE and the name and address of each person who is to serve as a member thereof is as follows:

MARY WESTON, 2000 TOWERSIDE TERRACE, STE. 1703, MIAMI, FLORIDA 33138
- 7 The name and address of the sole incorporator is: LIZ O'SULLIVAN, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 08/22/95



LIZ O'SULLIVAN
Sole Incorporator

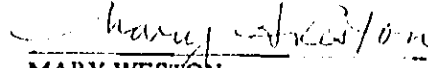
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of M-
FORMATION, INC., the within named corporation.

Dated: 8/24/95



MARY WESTON

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95 AUG 25 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
 AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

PROFIT
 CORPORATION
 ANNUAL REPORT
 1996



FLORIDA DEPARTMENT OF STATE
 Joseph D. Malabar
 Secretary of State
 DEPARTMENT OF CORPORATIONS

DOCUMENT # P95000066062 (7)
 M-FORMATION, INC.

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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



REINSTATEMENT 96

Principal Place of Business: 2000 TOWERSIDE TERRACE, SUITE 1703, MIAMI FL 33138

Homeing Address: 2000 TOWERSIDE TERRACE, SUITE 1703, MIAMI FL 33138

2. Principal Place of Business: 21 State App #, 22 City & State, 23 Zip, 24 Country

2a. Homeing Address: 20. State App #, 27 City & State, 28 Zip, 30 Country

4. FEI Number: 65-0608463

5. Certificate of Status Desired: \$0.75 Additional Fee Required

6. Election Campaign Financing: \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

10. Name and Address of New Registered Agent: (SAME)

9. Name and Address of Current Registered Agent:

WESTON, MARY
 2000 TOWERSIDE TERRACE
 SUITE 1703
 MIAMI FL 33138

81 Name: MARY WESTON
 82 Street Address (P.O. Box Number is Not Acceptable): 2000 TOWERSIDE TERR # 1703
 83 City: MIAMI, FL 85 Zip Code: 33138

11. Pursuant to the provisions of Sections 607.0502 and 607.1501, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. Thereby accept the appointment as registered agent. I am liable for any and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE: Mary Weston (Name) (PRES) 10/20/96

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

12. OFFICERS AND DIRECTORS	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
1. NAME: WESTON, MARY 2. STREET ADDRESS: 2000 TOWERSIDE TERRACE, SUITE 1703 3. CITY, ST, ZIP: MIAMI FL 33138 <input type="checkbox"/> DELETE	11. TITLE: 200001987412-8 12. NAME: -11/06/96--01026--017 13. STREET ADDRESS: ****375.00 ****375.00 <input type="checkbox"/> Change <input type="checkbox"/> Addition
2. NAME: 3. STREET ADDRESS: 4. CITY, ST, ZIP: <input type="checkbox"/> DELETE	21. TITLE: 22. NAME: 23. STREET ADDRESS: 24. CITY, ST, ZIP: <input type="checkbox"/> Change <input type="checkbox"/> Addition
3. NAME: 4. STREET ADDRESS: 5. CITY, ST, ZIP: <input type="checkbox"/> DELETE	31. TITLE: 32. NAME: 33. STREET ADDRESS: 34. CITY, ST, ZIP: <input type="checkbox"/> Change <input type="checkbox"/> Addition
4. NAME: 5. STREET ADDRESS: 6. CITY, ST, ZIP: <input type="checkbox"/> DELETE	41. TITLE: 42. NAME: 43. STREET ADDRESS: 44. CITY, ST, ZIP: <input type="checkbox"/> Change <input type="checkbox"/> Addition
5. NAME: 6. STREET ADDRESS: 7. CITY, ST, ZIP: <input type="checkbox"/> DELETE	51. TITLE: 52. NAME: 53. STREET ADDRESS: 54. CITY, ST, ZIP: <input type="checkbox"/> Change <input type="checkbox"/> Addition
6. NAME: 7. STREET ADDRESS: 8. CITY, ST, ZIP: <input type="checkbox"/> DELETE	61. TITLE: 62. NAME: 63. STREET ADDRESS: 64. CITY, ST, ZIP: <input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I declare under penalty that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the approval indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Mary Weston - PRESIDENT 8/25/96 305/895-1584

SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CPRE034 (3/95)