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CHARLES M. SALAS AND ASSOCIATES
ATTORNEYS AND COUNSELLORS AT LAW
2809 BIRD AVENUE, SUITE 272
MIAMI, FLORIDA 33133

CHARLES M. SALAS, III
Of Counsel;
DEXTER B. FRENCH
Certified Mediator

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February 15, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: MASLOV INTERNATIONAL CORPORATION

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation, which include the Designation (Article IV) and Acceptance of Registered Agent, for the subject new Florida corporation.

Also enclosed is our Trust Account check number 596, dated February 15, 1996 and drawn on Northern Trust Bank of Florida, N.A., in the amount of \$131.25 to cover the following:

Articles of Incorporation	\$ 35.00
Designation of and Acceptance by Registered Agent	35.00
Certificate of Status	8.75
Certified Copy of Articles of Incorporation	52.50

Please return the Certified Copy of the Articles of Incorporation and the Certificate of Status at the earliest possible time. In the event there are any further requirements to be met for the issuance of the approved charter, please advise at once.

Thank you for your kind attention to this matter.

Very truly yours,

CHARLES M. SALAS AND ASSOCIATES

C. M. Salas

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Enclosures (3)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GB 2/22/96

ARTICLES OF INCORPORATION
OF
MASLOV INTERNATIONAL CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be MASLOV INTERNATIONAL CORPORATION.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o Charles M. Salas and Associates
Attorneys and Counsellors at Law
2809 Bird Avenue, Suite 272
Miami (Coconut Grove), Florida 33133

ARTICLE III CAPITALIZATION

- A. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100,000 shares with a par value of \$1.00.
- B. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors.
- C. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreement.

**ARTICLE IV DESIGNATION OF INITIAL REGISTERED AGENT AND
REGISTERED OFFICE**

The name and address of the initial registered agent and registered office is:

Charles M. Salas, III
2809 Bird Avenue, Suite 272
Miami (Coconut Grove), Florida 33133

ARTICLE V NUMBER OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the Bylaws.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The name and street address of the member of the Initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successor or successors are elected is as follows:

Bosidar Maslov
c/o Charles M. Salas and Associates
2809 Bird Avenue, Suite 272
Miami (Coconut Grove), Florida 33133

ARTICLE VII TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because any such director or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE VIII INDEMNIFICATION

A. The Corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in his capacity of director, officer, employee or agent of this Corporation or of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and reasonably incurred as a result of such action, suit, or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

2. By or in the right of the Corporation to procure a judgment in its favor by reason of such person being or having been a director or officer of the Corporation, or by reason of such person serving or having served at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

B. Any indemnification under paragraph A shall be made by the Corporation only as authorized in the specific case upon either: (1) a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceedings; or (2) a determination by independent legal counsel, when directed by a majority vote of a quorum of disinterested directors, that the officer or director seeking indemnification has met the standards of conduct set forth in Chapter 607 of the Florida Statutes.

C. The Corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter in such action, suit or proceeding, against all expenses, including attorneys' fees, actually and reasonably incurred, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

D. The indemnification provided for in this article shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

E. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE IX FINANCIAL INFORMATION

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

ARTICLE XI INCORPORATOR

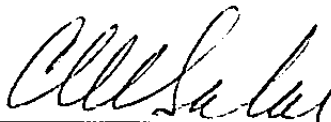
The name and address of the person signing these articles is:

Charles M. Salas, III
2809 Bird Avenue, Suite 272
Miami (Coconut Grove), Florida 33133

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for the above corporation, 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 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.

IN WITNESS WHEREOF, the undersigned incorporator and registered agent has hereunto set his hand and seal this
15th day of February, 1996.



C. M. Salas, Incorporator and Registered Agent