

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR -2 PM 1:01

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Magnum U.S. Investments, Inc

See attached letter
high lighted notes
Thanks

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

Signature _____

Requested by: Jon 3-2-98 10:31
Name Date Time
Walk-In _____ Will Pick Up _____

RECEIVED
98 MAR -2 AM 11:15
DIVISION OF CORPORATIONS
RP
03-02-98

Capital Connections, Inc.
P.O. Box 10349
Tallahassee, FL 32302

Re: Articles of Incorporation of Magnum U.S. Investments, Inc.

To whom it may concern:

Enclosed please find the Articles of Incorporation of Magnum U.S. Investments, Inc. Please be advised that there is a company already in existence titled "Magnum U.S. Investments, Ltd.," which is a limited liability company. We are changing over from a limited liability company to a subchapter S corporation, and upon contacting the Secretary of State, we were advised that the filing of articles of incorporation under the name "Magnum U.S. Investments, Inc." would sufficiently transfer the limited liability company to a Florida corporation.

Enclosed please find a check for the filing fees of \$70.00, plus \$52.50 for a certified copy and your charge of \$25.50 made for Capital Connections, Inc. Thus, the total enclosed amount is \$148.00.

Upon receipt of these articles, should you have any questions or concerns, please do not hesitate in contacting me. We appreciate your assistance in the filing of this matter, and I would appreciate notification as to the completion of the transfer from the limited liability corporation to the Florida corporation.

Very truly yours,

ARTICLES OF INCORPORATION

OF

MAGNUM U.S. INVESTMENTS, INC.

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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following articles of Incorporation:

Article 1. Name and Address. The name of the Corporation is: Magnum U.S. Investments, Inc. The principal office, if known, or the mailing address of the Corporation is: 2875 N.E. 191 Street, Suite 801, Aventura, FL 33180.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Shares. The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 2550 Eisenhower Boulevard, Suite 324, Ft. Lauderdale, FL 33316, and the name of its initial Registered Agent at that address is David C. Barnett.

Article 6. Initial Board of Directors The number of Directors constituting the initial Board of Directors is four. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Cherise Metz	18181 N.E. 31 Court, #1908, Aventura, FL 33160
Lara Block	18181 N.E. 31 Court, #1106, Aventura, FL 33160
David Friedland	4000 Island Blvd, #2806, Aventura, FL 33160
Brett Friedland	1000 Island Blvd, #505, Aventura, FL 33160

Article 7. Incorporator The name and address of each Incorporator is as follows:

Cherise Metz	18181 N.E. 31 Court, #1908, Aventura, FL 33160
Lara Block	18181 N.E. 31 Court, #1106, Aventura, FL 33160
David Friedland	4000 Island Blvd, #2806, Aventura, FL 33160
Brett Friedland	1000 Island Blvd, #505, Aventura, FL 33160

Article 8. Amendment The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of
Incorporation on this ____ day of February, 1998. _____



CHERISE METZ



LARA BLOCK



DAVID FRIEDLAND





BRETT FRIEDLAND

**STATE OF FLORIDA
COUNTY OF DADE**

Before me personally appeared Cherise Metz, Lara Block, David Friedland and Brett Friedland, and to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

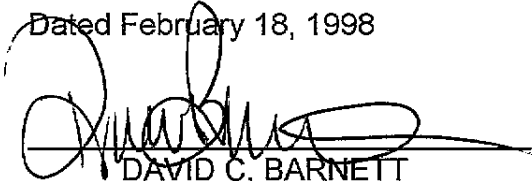
WITNESS my hand and official seal this 18 day of February, 1998.


JENNIFER BLOCK
COMMISSION # CC 642106
EXPIRES APR 27, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public, State of Florida
at Large
My commission expires: 2001.

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, thereby 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.

Dated February 18, 1998


DAVID C. BARNETT

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