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EJM Law Forms and Paralegal
Services, Inc.

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April 7, 1997

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

RE: MULTI SYSTEMS EXPRESS CORP
BIG APPLE CLUB, INC

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation for two (2)
Corporations and a check for the filing fee in the amount of \$140.00.

PLEASE RETURN THE STAMPED COPY OF ARTICLES TO:

EJM LAW FORMS & PARALEGAL SERVICES, INC
6211-1 BAY CLUB DR.
FT. LAUDERDALE, FL 33308

524-
W97-8294

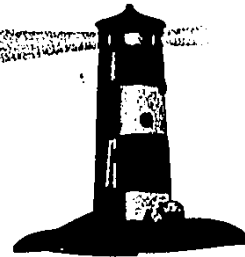
57 APR 09 PM 12:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

af 4/25/97



VICON INTERNATIONAL CONSULTING SERVICES, INC.

1020 N.W. 6th Street, Bldg. H & I
Deerfield Beach, Florida 33442



April 22, 1997

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

RE: **MULTI SYSTEMS EXPRESS CORP**
BIG APPLE CLUB, INC

Dear Sir:

Enclosed are the corrected originals and copies of the Articles of Incorporation for two (2) Corporations.

PLEASE RETURN THE STAMPED COPY OF ARTICLES TO:

STEPHEN M. GOODMAN
1020 NW 6TH ST, BLDG H&I
DEERFIELD BEACH, FL 33442

97 APR 25 PM 12:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

STATE
97 APR 15 10:12:00

April 9, 1997

EJM LAW FORMS & PARALEGAL SERVICES INC.
6211-1 BAY CLUB DRIVE
FORT LAUDERDALE, FL 33308

SUBJECT: MULTI SYSTEMS EXPRESS CORP
Ref. Number: W97000008294

We have received your document for MULTI SYSTEMS EXPRESS CORP and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A person must sign and state the title of the person signing on behalf of the incorporator and the registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 497A00017916

ARTICLES OF INCORPORATION

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:

MULTI SYSTEMS EXPRESS CORP

ARTICLE II PRINCIPAL OFFICE

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

**1650 S. DIXIE HWY,
BOCA RATON, FL 33432**

ARTICLE III SHARES

The number of shares that this corporation is authorized to have outstanding at any time is:

ONE THOUSAND (1000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**STEPHEN M. GOODMAN
1020 NW 6TH ST, BLDG H&I
DEERFIELD BEACH, FL 33442**

ARTICLE V OFFICERS AND DIRECTORS

President: Paul Mangione; Sec/treas: Sharlene Hammett
Address: 1650 S. Dixie Hwy, Boca Raton, FL 33432

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

**STEPHEN M. GOODMAN
1020 NW 6TH ST, BLDG H&I
DEERFIELD BEACH, FL 33442**

The undersigned incorporator has executed these articles of incorporation the 27th day of March, 1997.


Stephen M. Goodman

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MULTI SYSTEMS EXPRESS CORP

2. The name and address of the registered agent and office is:

STEPHEN M. GOODMAN
(NAME)

1020 NW 6TH ST, Bldg H&I
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

DEERFIELD BEACH, FL 33442
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Stephen M. Goodman
(SIGNATURE)

4/22/97
(DATE)