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FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

AGCT#: 070744001530

FAX #: (305)358-7832

NAME: 7 MASTERFACTOR, INC.
AUDIT NUMBER.....H98000009782
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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Secretary of State

May 26, 1998

ACE INDUSTRIES INC

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H98- 9782 ARTICLES OF INCORPORATION

Article 1: Name of Corporation: MASTERFACTOR, INC.

Address of Corporation: 621 NORTHWEST 53rd STREET, # 240
BOCA RATON, FL 33487

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00.
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: ROBERT GOTTLIEB

REGISTERED OFFICE: 10577 MENDOCINO LANE
BOCA RATON, FL 33428

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.


Signature of Registered Agent

05 / 26 / 98
Date

Article 4: The Board of Directors are: (BOARD of DIRECTORS is not required).
First listed is President, second is Vice President, then Secretary/Treasurer.

1. ROBERT GOTTLIEB, 10577 MENDOCINO LANE, BOCA RATON, FL 33428

2. _____

3. _____

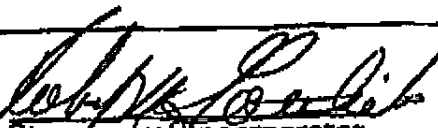
Article 5: The NAME and ADDRESS of the INCORPORATOR is:

ROBERT GOTTLIEB

10577 MENDOCINO LANE

BOCA RATON, FL 33428

In witness whereof, I have subscribed my name:


Signature of Incorporator

Prepared by:
Ace Industries, Inc.
54 NW 11th Street
Miami, FL 33136
(305) 358-2571

H98- 9782