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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

000003141370--1  
-02/21/00--01097--013  
\*\*\*122.50 \*\*\*\*\*78.75

SUBJECT: -----  
MAC Discount Corp.  
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$\_\_\_\_\_

ROM: -----  
MAC Discount Corp.  
Name (printed or typed)

18200 Collins Avenue

\_\_\_\_\_  
Address

Sunny Isles Beach, Fl. 33160

-----  
City, State & Zip Code

(954) 430-7335

\_\_\_\_\_  
Telephone Number

Note: Please provide the original and one copy of the Articles.

T. Burch FEB 24 2000

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

MAC Discount Corp.

ARTICLE II PRINCIPAL OFFICE

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

18200 Collins Avenue  
Sunny Isles Beach, Fl. 33160

ARTICLE III SHARES

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

100 Shares @ \$1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Miguel Angel Cesar  
18200 Collins Avenue  
Sunny Isles Beach, Fl. 33160

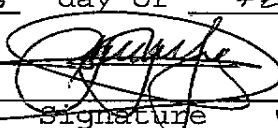
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Miguel Angel Cesar  
18200 Collins Avenue  
Sunny Isles Beach, Fl. 33160

President / Secretary

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 18 day of FEB 192000

  
\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

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CERTIFICATE OF DESIGNATION OF SECRETARY OF STATE  
REGISTERED AGENT/REGISTERED OFFICE TALLAHASSEE, FLORIDA

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 MAC Discount Corp.

18200 Collins Avenue  
Sunny Isles Beach, Fl. 33160

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

Miguel Angel Cesar

(Name)

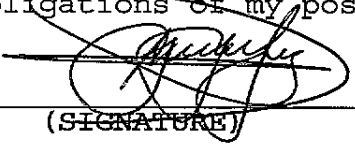
18200 Collins Avenue

(P.O. Box or Mail Drop NOT acceptable)

Sunny Isles Beach, Fl. 33160

( 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.

  
(SIGNATURE)

2/18/2000  
(DATE)

DIVISION OF CORPORATIONS, P.O.BOX 6327, TALLAHASSEE, FL 23214