

LAW OFFICES OF
ERIC M. GLAZER, P.A.

CORPORATE PLACE
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8TH FLOOR
HALLANDALE, FLORIDA 33009
(954) 455-1666 - FAX (954) 455-4727

ERIC M. GLAZER
MICHAEL A. RAUTAR

FILED
00 MAR -3 PM 1:50
RECEIVED
DEPT. OF STATE
TALLAHASSEE, FLORIDA

P00000024481

February 25, 2000

**VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

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

100003156711--7
-03/03/00--01074--009
*****78.75 *****78.75

RE: MAAM CORP.

Dear Sir or Madam:

Enclosed please find the original executed Articles of Incorporation of **MAM Corp.** along with my firms operating account check numbered 6112 in the amount of \$78.75. This check represents the fee to the State of Florida

Please file the Articles with the State of Florida and return a certified copy in the post-paid envelope as provided herein.

Should you have any questions regarding the foregoing, please contact my office.

Very truly yours,
LAW OFFICES OF ERIC M. GLAZER, P.A.

By: 
ERIC M. GLAZER, ESQUIRE
For the Firm

EMG:lmg
Encl.

B. BROWN MAR - 9 2000

ARTICLES OF INCORPORATION
OF
MAAM CORP.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, 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 **MAAM CORP.**

ARTICLE II. PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be 17890 West Dixie Highway, Unit 117, North Miami Beach, Florida 33160. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors or Stockholders.

ARTICLE III. PURPOSE

The general nature of the business to be transacted by the corporation shall include any or all lawful business with all powers conferred upon Corporations by the Laws of the State of Florida. The corporation may adopt, change, amend and repeal By-laws, not inconsistent with law or its Certificate of Incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its Stockholders. The corporations may also increase or diminish, by vote of its Stockholders, Shareholders, or members, cast as the By-laws may direct, the number of Directors, managers or trustees, provided, that the number shall never be less than one (1). Further, the corporation may make and enter into all contracts necessary and proper for the conduct of its business.

ARTICLE IV. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one-hundred (100) shares of Five (\$5.00) Dollars par value. Initially, same shall be distributed 100% to HUBERT MANGIAROTTI and RAYMONDIS MANGIAROTTI.

ARTICLE V. EXISTENCE.

The corporation shall have perpetual existence.

ARTICLE VI. BEGINNING DATE

The date when the corporation existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereon, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE VII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The Initial Registered Agent and street address are as follows:

NAME

STREET ADDRESS

JEAN CLAUDE GHENASSIA 17890 WEST DIXIE HIGHWAY
NORTH MIAMI BEACH,
FLORIDA 33160

ARTICLE VIII. INCORPORATOR AND STREET ADDRESSES

The name and street address of each of the incorporators to these Articles of Incorporation are as follows:

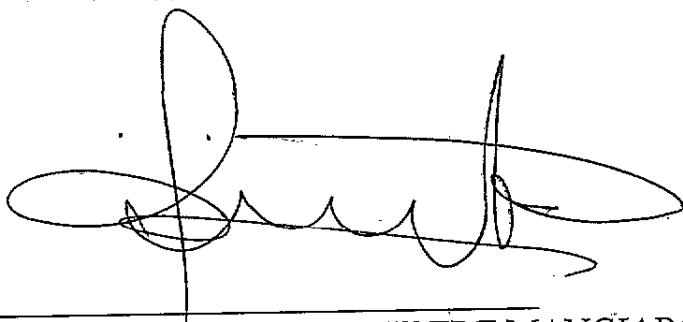
<u>NAME</u>	<u>STREET ADDRESS</u>
HUBERT MANGIAROTTI	49, AVENUE HONORE' SERRES 31000 TOULOUSE, FRANCE
RAYMONDIS MANGIAROTTI	49, AVENUE HONORE' SERRES 31000 TOULOUSE, FRANCE

ARTICLE IX. INITIAL BOARD OF DIRECTORS AND STREET ADDRESSES

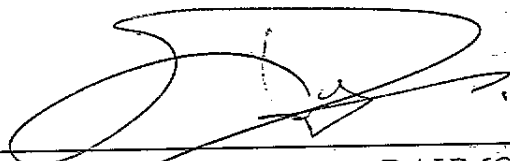
The name and street address of the first Board of Directors who shall hold office for the first year of the corporation's existence, or, until their successors are elected or appointed and have qualified, is as follows: There shall at no time be less then (1) director.

<u>NAME</u>	<u>STREET ADDRESS</u>
HUBERT MANGIAROTTI	49, AVENUE HONORE' SERRES 31000 TOULOUSE, FRANCE
RAYMONDIS MANGIAROTTI	49, AVENUE HONORE' SERRES 31000 TOULOUSE, FRANCE

THE UNDERSIGNED INCORPORATOR has executed these Articles of Incorporation this 23rd day of February, 2000.



Signature of Incorporator - HUBERT MANGIAROTTI

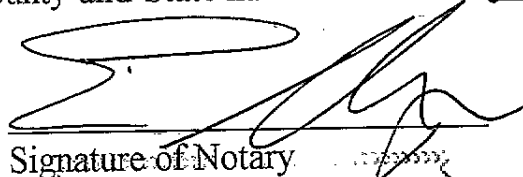


Signature of Incorporator - RAYMONDIS MANGIAROTTI

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared RAYMONDIS MANGIAROTTI and HUBERT MANGIAROTTI who produced France Passports 31-03-98-21041 and 31-03-97-31811, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 23rd day of February, 2000.



Signature of Notary

Eric Glazer
Notary Public, State of Florida
Commission No. CC 614456
My Commission Exp. 1/20/2001
Printed Name

**CERTIFICATE OF DESIGNATING OF
REGISTERED AGENT/ REGISTERED OFFICE OF
MAAM CORP.**

Pursuant to the provisions of Section 607.0501 or 617.050, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida:

1. The name of the Corporation is **MAAM CORP.**

2. That **MAAM CORP.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at North Miami Beach, County of Dade, State of Florida, has named JEAN CLAUDE GHENASSIA, 17890 WEST DIXIE HIGHWAY, NORTH MIAMI BEACH, FLORIDA 33160, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.

Dated this 23rd day of February, 2000.

By: 
JEAN CLAUDE GHENASSIA

FILED
00 MAR -3 PM 1:50
CLERK OF STATE
TALLAHASSEE, FLORIDA