

PO0000024640



ACCOUNT NO. : 072100000032

REFERENCE : 616200 7143749

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 8, 2000

ORDER TIME : 10:40 AM

ORDER NO. : 616200-005

CUSTOMER NO: 7143749

CUSTOMER: Charles E. Muller, Esq
MULLER & LIPSON, P.A.
MULLER & LIPSON, P.A.
Suite 1550
9350 South Dixie Highway
Miami, FL 33156

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -8 PM 4:08

DOMESTIC FILING

NAME: ~~MA-NES, INC.~~

EFFECTIVE DATE: _

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

2544
W00-6239

RECEIVED
00 MAR -8 AM 11:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

f 3/9/00



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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 8, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MA-NES, INC.
Ref. Number: W00000006239

RESUBMIT
Please give original
submission date as file date

We have received your document for MA-NES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 200A00012949

RECEIVED
00 MAR -9 PM 1: 38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MA-NES PROPERTIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR -8 PM 4: 09

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

MA-NES PROPERTIES, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 9,000 shares of common stock with a par value of \$.10 per share, divided into two classes, the designation of each such class being as follows:

- A. 900 shares of Class A Common Stock;
- B. 8,100 shares of Class B Common Stock.

All of said shares (without regard to class) shall have equal preferences, limitations and relative rights, including rights to distribution and liquidation proceeds, except that with respect to all matters coming before the shareholders for a vote of the shareholders (a) holders of class B Common Stock shall not be entitled to vote, individually or as a class, and (b) a holder of Class A Common Stock shall be entitled to cast one vote per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Charles E. Muller II
Muller & Lipson, P.A.
9350 S. Dixie Highway, Suite 1550
Miami, Florida 33156

ARTICLE VI

The number of directors of the corporation shall be determined pursuant to the bylaws of the corporation, but shall not be less than one, and the manner of election of directors shall be provided in such bylaws.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Charles E. Muller II
Muller & Lipson, P.A.
9350 S. Dixie Highway, Suite 1550
Miami, Florida 33156

ARTICLE VIII

The mailing address of the corporation is:

520 Majorca Avenue
Coral Gables, Florida 33134

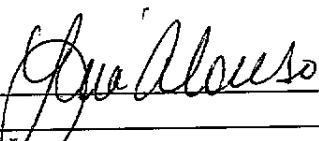
Executed at Miami, Florida, this 6th day of March, 2000.



Charles E. Muller II, Incorporator

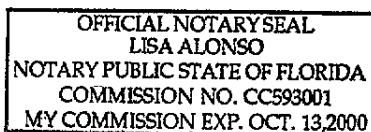
STATE of FLORIDA)
) SS
COUNTY of DADE)

The foregoing instrument was acknowledged before me this 6 day of March, 2000, by Charles E. Muller II. He is personally known to me or produced a Florida driver's license as identification.



Name: _____
Serial No.: _____
Notary Public
State of Florida at Large

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of MA-NES the undersigned accepts such
PROPERTIES, INC.
appointment and agrees to act in such capacity.

Dated this 6th day of March, 2000.



Charles E. Muller II
Registered Agent

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DIVISION OF CORPORATIONS
00 MAR -8 PM 4: 09