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LAW OFFICES

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PALM BEACH, FLORIDA 33480-4494

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TELEPHONE (561) 655-5766

FAX (561) 655-0265

PLEASE REPLY TO:

May 3, 2000

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*****78.75 *****78.75

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Mandalay International Group, Inc.

Dear Sir:

Enclosed please find a check in the amount of \$78.75 and the Articles of Incorporation for the above named. We would appreciate a Certified Copy of the Articles, all on letter size paper (8 1/2 x 11) if at all possible.

If for any reason these Articles cannot be recorded, due to error or correction, please telephone us at (561) 655-5766.

Thank you for your courtesy and cooperation in this matter.

Most Sincerely,

T. Graf Buckenmaier

T. Graf Buckenmaier

TGB/bd
Enclosures

FILED
00 MAY -5 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAY 9 2000

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:

Mandalay International Group, Inc.

ARTICLE II PRINCIPAL OFFICE

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

11211 Prosperity Farms Road, Suite A-102, Palm Beach Gardens, FL 33410

ARTICLE III SHARES

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

1000 Shares, \$1.00 Par Value, Common

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Miguel A. Guzman, C.P.A.
11211 Prosperity Farms Road, Suite A-102, Palm Beach Gardens, FL 33410

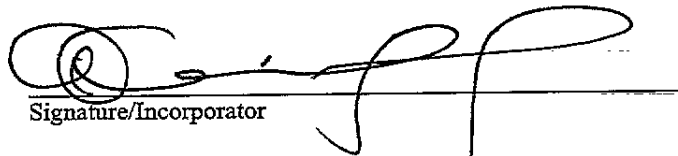
ARTICLE V INCORPORATOR

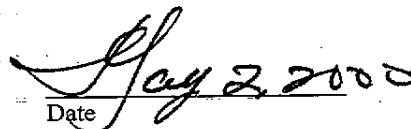
The name and address of the incorporator to these Articles of Incorporation are:

Miguel A. Guzman, C.P.A.
11211 Prosperity Farms Road, Suite A-102, Palm Beach Gardens, FL 33410

ARTICLE VI SPECIFIC PURPOSE

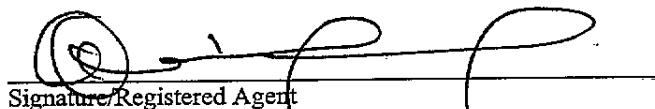
Import/Export


Signature/Incorporator


Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in e 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/Registered Agent


Date

FILED
00 MAY -5 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA