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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

MADISON INTERNATIONAL EQUITIES, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
MADISON INTERNATIONAL EQUITIES, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be MADISON INTERNATIONAL EQUITIES, INC. (hereinafter referred to as the "Corporation").

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The Corporation is organized for the purpose of any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation in the State of Florida shall be: 4600 Harrison Street, Hollywood, FL 33021.

**ARTICLE IV
SHARES**

A. The maximum number of shares this Corporation is authorized to issue is 100, par value \$.01 per share, all of which shall be Common Shares.

B. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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C. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V
TERM OF EXISTENCE

The existence of the Corporation shall begin on July 21, 2000 and the Corporation shall exist perpetually.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2338 Hollywood Boulevard, Hollywood, Florida 33020 and the name of the initial registered agent of this corporation at that address is Khila L. Khani, Esq.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of the stockholders and his/her successor shall have been duly elected and qualified, or until his/her earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address	Title
Robert J. Terlizese	4600 Harrison Street Hollywood, FL 33021	President, Vice-Pres., Secretary & Treasurer

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**ARTICLE VIII
INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE IX
AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

The names and street addresses of the persons signing these articles of incorporation are:

NAME	ADDRESS
Khila L. Khani, Esq.	2338 Hollywood Boulevard Hollywood, FL 33020

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on July 21, 2000.


Name: Khila L. Khani, Esq.

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Madison International Equities, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Khila L. Khani, Esq.

Date: July 21, 2000

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