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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. *M.C.C., INC.*

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 AUG 21 AM 10:48
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 21, 2000

LAZARUS

MIAMI, FL

SUBJECT: M.C.C., INC.
Ref. Number: W00000020502

We have received your document for M.C.C., 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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 700A00044730

RECEIVED
00 AUG 22 AM 10:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

M.C.C. OF MIAMI, INC.

FILED
00 AUG 22 PM 2:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: M.C.C. OF MIAMI, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$ 5.00 per share.

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of stock by the corporation whether it be previously unissued shares authorized in the Articles of Incorporation originally filed or new shares created by amendment thereto, shall have the right to purchase his pro-rata share thereof at the same price and under the same terms at which is offered to others.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

ARTICLE VI - BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE VII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation in the State of Florida is:

48 East Flagler Street, # 1
Miami, Fl. 33131

The Board of Directors may, from time to time, move the principal office to any other address.

The name of the initial Registered Agent of this corporation at that address is

Guillermo A. Vanegas
48 East Flagler Street, # 1
Miami, Fl. 33131

ARTICLE IX - DIRECTORS

This corporation shall have two (1) directors initially. The number of directors may be increased from time to time as by the By-laws adopted by the stockholders but there shall always be at least one (1) director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a director or officer of the corporation and each person who serves, at the request of the corporation, as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall adjudge that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

Not contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested, may be counted in the determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE X - INITIAL OFFICERS AND DIRECTORS

The names and post office addresses of the persons signing these Articles are:

OFFICERS AND SPECIFIC ADDRESS

Pres- Sec.:

Guillermo A. Vanegas
48 East Flagler Street # 1
Miami, Fl. 33131

ARTICLE XI - SUBSCRIBER

The names and addresses of the Subscribers to these Articles of Incorporation are:

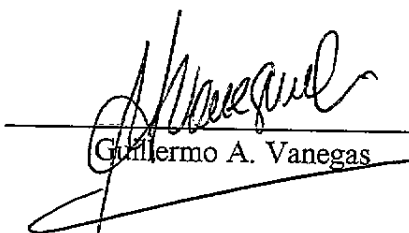
Guillermo A. Vanegas

48 East Flagler Street
Miami, Fl. 33131

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made..

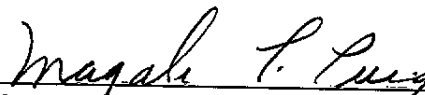
IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed in the office of the Secretary of the State of Florida as Subscriber of M.C.C. OF MIAMI, Inc. this 11 day of August, 2000.


Guillermo A. Vanegas

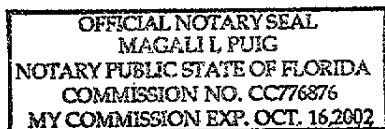
STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Guillermo A. Vanegas to me known to be the person described in and who executed the same for the purposes therein they expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 11 day of August, 2000.


NOTARY PUBLIC, State of Florida at large

My Commission Expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the
Services of Process Within This State, Naming Agent
Upon Whom Process May Be Served and Names
and Addresses of the Officers
and Directors

M.C.C. OF MIAMI, INC.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes: M.C.C. OF MIAMI, INC.
a corporation organized or organizing under the laws of the State of Florida with its principal
office at 48 East Flagler Street # 1, in the city of Miami, county of Miami Dade, State of
Florida has named Guillermo A. Vanegas located at 48 East Flagler Street # 1, in the city of
Miami, county of Miami Dade, State of Florida as its agent to accept service of process within
this State.

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
Guillermo A. Vanegas	Pres-Sec	48 East Flagler Street Miami, Fl. 33131

DIRECTORS:

<u>NAME</u>	<u>SPECIFIC ADDRESS</u>
Guillermo A. Vanegas	48 East Flagler Street Miami, Fl. 33131

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept, service of process at the above Florida designated address) in some conspicuous place in office as required by Law.


Guillermo A. Vanegas