

PO00000079985



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 808396 4392528

AUTHORIZATION :

Patricia Pugh

COST LIMIT : \$ 128.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 23 PM 4:38

ORDER DATE : August 23, 2000

ORDER TIME : 2:43 PM

ORDER NO. : 808396-005

CUSTOMER NO: 4392528

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CUSTOMER: John Tenenholtz, Esq
Freeman Buttermann & Haber

Suite 305
520 Brickell Key Drive
Miami, FL 33131

DOMESTIC FILING

NAME: MAR-MUS HOLDINGS GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Sandra Mathis - EXT. 1169

EXAMINER'S INITIALS:

g 8/24/00

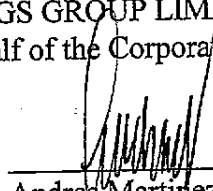
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION

The undersigned, Andres Martinez, as President of MAR-MUS HOLDINGS GROUP LIMITED, a non U.S. Corporation (the "Corporation"), in accordance with Florida Statutes, Section 607.1801, does hereby certify:

1. The date which the Corporation was first formed was April 9, 1996.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being was the British Virgin Islands.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was MAR-MUS HOLDINGS GROUP LIMITED.
4. The name of the Corporation as set forth in its articles of incorporation to be filed pursuant to Florida Statutes, Sections 607.0401 and 607.0202 with this Certificate is MAR-MUS HOLDINGS GROUP, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law immediately prior to the filing of this Certificate of Domestication was Tortola in the British Virgin Islands.

I am the President of MAR-MUS HOLDINGS GROUP LIMITED and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 21st day of Aug, 2000.


Andres Martinez, President
Authorized Signature

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00 AUG 23 PM 1:33

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing Certificate of Domestication was acknowledged before me this 21st day of Aug, 2000, by Andres Martinez as President of Mar-Mus Holdings Group Limited. He is personally known to me or produced _____ as identification and did/did not take an oath.

Ana C. Guevara
Notary Public, State of Florida at Large
Printed Name of Notary: ANA C. GUEVARA
Commission No. _____
My Commission Expires: _____



Ana C. Guevara
MY COMMISSION # CC859289 EXPIRES
July 29, 2003
BONDED THRU TROY FAJN INSURANCE, INC.

ARTICLES OF INCORPORATION
OF

MAR-MUS HOLDINGS GROUP, INC.

FILED
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DIVISION OF CORPORATIONS
00 AUG 23 PM 4:33

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be MAR-MUS HOLDINGS GROUP, INC., and the principal place of business and mailing address of this corporation shall be: 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

ARTICLE II
DURATION

Pursuant to Section 607.1801 of the Florida Statutes, the date of the commencement of corporate existence of the corporation shall be deemed to be April 9, 1996, the date the corporation commenced its existence (under the name of Mar-Mus Holdings Group Limited) in the British Virgin Islands, the jurisdiction in which the corporation was first formed, incorporated, or otherwise came into being, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or service in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 520 Brickell Key Drive, Suite O-305, Miami, Florida, 33131, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Marco E. Rojas.

ARTICLE VI
INCORPORATOR

The name and street address of the incorporator is John S. Tenenholtz, 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

IN WITNESS WHEREOF, the incorporator the President have affixed their signatures this 21st day of March, 2000



John S. Tenenholtz, Incorporator



Andres Martinez, President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
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DIVISION OF CORPORATIONS
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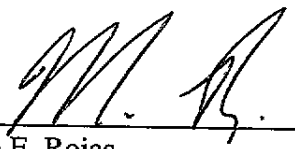
In compliance with the Florida Business Corporation Act, the following is submitted:

That MAR-MUS HOLDINGS GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, the Corporation named in the said articles, has named MARCO E. ROJAS of 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131, as its statutory registered agent to accept service of process within Florida.

ACCEPTANCE OF REGISTERED AGENT

Having been named accept service of process for MAR-MUS HOLDINGS GROUP, INC., as the statutory agent of the corporation at the location designated in this certificate, I hereby accept the same and agree to act in this capacity, and that I am familiar with and accept the obligations of Florida Statutes, Section 607.0505.

DATED: August 21st, 2000



Marco E. Rojas