CCRS 103 N. MERIDIAN ST TALLAHASSEE, FL 222-1173	
FILING COVER S ACCT. #FCA-14	HEET +01000073231
CONTACT:	CINDY HICKS
DATE:	7-25-01
REF. #:	0150, 17654
CORP. NAME:	Masgar, Inc
() ANNUAL REPORT () FOREIGN QUALIFICATE () REINSTATEMENT () CERTIFICATE OF CA () OTHER: STATE FEES PR	() TRADEMARK/SERVICE MARK () FICTITIOUS NAME ATION () LIMITED PARTNERSHIP () LIMITED LIABILITY () MERGER () WITHDRAWAL ≤ 2
AUTHORIZATIO	N FOR ACCOUNT IF TO BE DEBITED: 4000044953640 -07/25/0101047014 *****78.75 ******78.75
PLEASE RETURN (CERTIFIED COPY (COPTIFICATE OF STATES)	() CERTIFICATE OF GOOD STANDING () PLAIN STAMPED COPY

ARTICLES OF INCORPORATION

OF

MASGAR, INC.

ARTICLE I

The name of the corporation is MASGAR, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 3211 Ponce de Leon Boulevard, Suite #301, Coral Gables, Florida 33134.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The street address of the Corporation's initial registered office is 3211 Ponce de Leon Boulevard, Suite #301, City of Coral Gables, County of Miami-Dade, State of Florida 33134 and the name of its initial registered agent at such office is Rex Barker.

ARTICLE V

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors in two (2), and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are: Joseph Milton, 3211 Ponce de Leon Boulevard, Suite #301, Coral Gables, Florida 33134 and Jerry Kaufman, 3211 Ponce de Leon Boulevard, Suite #301, Coral Gables, Florida 33134.

ARTICLE VI

The name of the Incorporator is Rex Barker and the address of the Incorporator is 3211 Ponce de Leon Boulevard, Suite #301, Coral Gables, Florida 33134.

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.



IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 18th day of July, 2001.

Rex Barker, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MASGAR, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505. Dated July 18, 2001.

Rex Barker, Registered Agent

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