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## FLORIDA PROFIT CORPORATION OR P.A.

midar group, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
MIDAR GROUP, INC.

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The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **MIDAR GROUP, INC.** (the "Corporation").

ARTICLE II

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplies thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The corporation is authorized to issue 15,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 20281 E. Country Club Drive, #509, Aventura, FL 33180.

Preparer:  
Betty Hyman, Esq.  
80 SW 8th Street, Suite 2000  
Miami, Florida 33130  
Fl Bar No. 0083100

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ARTICLE V

The street address of the Corporation's initial registered office is 20281 E. Country Club Drive, #509, Aventura, FL 33180, and the name of the initial registered agent is Daniel Sternberg.

ARTICLE VI

The initial officers of the Corporation are as follows:

President: Gabriel Sternberg  
Vice President: Daniel Sternberg  
Treasurer: Ignacio Sternberg  
Secretary: Ignacio Sternberg

ARTICLE VII

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an employee or agent of the corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another Corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII

The name and address of the incorporator of the Corporation is Betty Hyman, Esq., 80 SW 8th Street, Suite 2000, Miami, Florida 33130.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 6 day of February, 2003.

  
Betty Hyman, Esq.

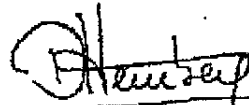
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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.



DANIEL STERNBERG

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