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EDUARDO A. CANAL
CRAIG T. DOWNS
OF COUNSEL

P95000007493

January 19, 1995

Florida Department of State
Corporate Records
409 East Gaines Street
Tallahassee, FL 32314

7000001388797
-01/25/95--01022-008
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Madisonville Corporation, along with check number 1533 in the amount of \$122.50 for the various fees.

If you should have any questions, please do not hesitate to contact our office.

Sincerely,


(Sor)

Eduardo A. Canal, Esquire

EAC:bb

SEARCHED
INDEXED
FILED
JAN 27 1995
FLORIDA
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

H. SIMI JAN 27 1995

AK
JAN 1/30

ARTICLE/s OF INCORPORATION
OF
MADISONVILLE CORPORATION

RECEIVED
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MADISONVILLE CORPORATION

ARTICLE I - NAME

The name of the corporation is Madisonville Corp.

ARTICLE II - DURATION

The Duration of the corporation is perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

The purpose of the corporation shall be carried out only through officers, employees, and agents of the corporation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is Six thousand (6,000) all of which shall be common shares with a par value of one cent (.01).

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE VII - PRINCIPAL

The street address of the initial principle office of the corporation is 300 Sevilla Avenue Suite 301, Coral Gables, Florida 33134.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

The number of directors constituting the initial Board of Directors of the corporation is Two (2). The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

Phillip Feigenblatt Rojas - President - 300 Sevilla Avenue
Suite 301
Coral Gables, FL 33134

Gaudencio Castro - Vice President &
Secretary - 300 Sevilla Avenue
Suite 301
Coral Gables, FL 33134

ARTICLE IX - REGISTERED AGENT

The name of the initial registered agent is Gaudencio Castro.

300 Sevilla Avenue Suite 301
Coral Gables, Florida 33134

ACCEPTANCE

Having been named to accept service of process for the above named corporation at a place designated in this Certificate, I hereby accept said designation as Registered Agent and Agree to comply with the provisions of law relative to keeping open said office.


GAUDENCIO CASTRO

STATE OF FLORIDA }
COUNTY OF DADE } 68:

BEFORE ME, the undersigned authority, authorized to take acknowledgment in the State and County set forth above, personally appeared Gaudencio Carter known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18 day of January, 1995. 

Notary Public
State of Florida

My Commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. DEC. 9, 1903
POND D THRU GENERAL INS. LTD.

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

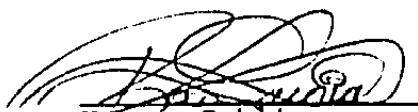
Philip Feigenblatt Rojas
300 Sevilla Avenue Suite 301
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned has executed these

Articles of Incorporation this 18 day of January, 1995.


Philip Feigenblatt Rojas

SWORN TO and SUBSCRIBED before me this 18 day of
January, 1995 at Miami, Dade County, Florida.


Notary Public
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES DEC. 9, 1995
BONDED THRU GENERAL INS. UND.

55 JUN 24 1995
FLORIDA SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED