. - CAPITAL CONNECTION, INC.

H17 E. Virginia St., Suite 1, Tallahassee, Ft. 32301, (904)224 8870 Mailing Address: Post Office Bux 10349, Tallahassee, Ft. 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE

1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

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THANK YOU from
Your Capital Connection

ARTICLES OF INCORPORATION

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M STAGE, INC.

SECRETARY OF STATE

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE 1

EFFECTIVE DATE

FFB 8 1995

The name of the corporation is M STAGE, INC.

ARTICLE II

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE III

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

The street address of the initial registered office of the corporation is c/o Semet, Lickstein, Morgenstern, Berger, Friend, Brooke & Gordon, P.A., 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134 and the initial registered agent of the corporation at that address is Fred K. Lickstein.

ARTICLE V

The mailing address of the corporation is located at c/o Semet, Lickstein, Morgenstern, Berger, Friend, Brooke & Gordon, P.A., 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134.

ARTICLE VI

The name and street address of each incorporator signing these articles is:

<u>Name</u>

Address

Fred K. Lickstein

201 Alhambra Circle, Suite 1200 Coral Gables, Florida 33134

ARTICLE VII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

EXECUTED at Miami, Florida, this & day of Arksung, 1995.

STATE OF FLORIDA) :ss COUNTY OF DADE)	
	was acknowledged before me this the day of
1995 by Fred K	. Lickstein, who is personally known to me or uho
has produced	as identification.
	(Toal a) june
	Notary Public, STAZE OF FLORIDA
	Print Name: OFFICIAL NOTARY SEAL CAROL A JUNCO
	My Commission Francisco CC272886 CC272886 MY COMMISSION EXP. OF FLO MAR. 13,1997

CERTIFICATE DESIGNATING RESIDENT AGENT AND REGISTERED OFFICE

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

M STAGE, INC., desiring to organize under the laws of the State of Florida, hereby designates Fred K. Lickstein its registered agent and c/o Semet, Lickstein, Morgenstern, Berger, Friend, Brooke & Gordon, P.A., 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such cerporation at its registered office.

Fred K. Lickstein (Registered Agent)

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