1201 Hays Street
Tallahassee, FL 32301
(904) 222-9171
(904) [illegible] 0191 FAX

800-342-8086

CSC networks
Prentice Hall
Legal & Financial Services

P95000027111

ACCOUNT NO. : 072100000032

REFERENCE : 572401 4656A

AUTHORIZATION :

COST LIMIT : $ 122.50 Patricia Pigott

ORDER DATE : April 5, 1995

ORDER TIME : 9:27 AM

ORDER NO. : 572401

CUSTOMER NO: 4656A

500001447955

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: MAGNA-TECH MERGER CORP.

FILED
95 APR -5 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS: T. BROWN APR - 5 1995

FILED
95 APR -5 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MAGNA-TECH MERGER CORP.

ARTICLE I

The name of the corporation is MAGNA-TECH MERGER CORP., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Samuel M. Osnos, 100 N.E. 39th Street, Miami, Florida 33137.

ARTICLE III

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

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or

(2) If the holders of not less than 5% percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301, County of Leon, and the name of its initial registered agent at such office is Corporation Information Services, Inc.

ARTICLE VI

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 is three, and the name and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Stephen H. Krams
100 N.E. 39th Street
Miami, FL 33137

Samuel M. Osnos
100 N.E. 39th Street
Miami, FL 33137

Barnet L. Kaufman
100 N.E. 39th Street
Miami, FL 33137

ARTICLE VII

The name of the Incorporator is Liliana Armas and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

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 4th day of April, 1995.

Liliana Armas

Liliana Armas - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MAGNA-TECH MERGER CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

Corporation Information Services, Inc.,
Registered Agent
Gail Shelby, as Agent

Dated: __________, 1995.