

P450000031149

CAPITAL CONNECTION, INC.

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

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No. \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

EFFECTIVE DATE  
4-13-95

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY AAK

WALK-IN Will Pick Up 4-19-1200

RE: Magin Vest Corp

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input checked="" type="checkbox"/> Dissolution/Withdrawal		
<input checked="" type="checkbox"/> C U S- 95	7000014589-77	04/19/95-01014-022
<input type="checkbox"/> Fictitious Name Filing	****131-25****	****131-25****
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> Filing No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		
SUBTOTALS _____		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

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

THANK YOU  
from  
Your Capital Connection



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 19, 1995

95 APR 20 10:29

CAPITAL CONNECTION  
P.O. BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: MAGINVEST CORP.  
Ref. Number: W95000008396

We have received your document for MAGINVEST CORP. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick  
Corporate Specialist

Letter Number: 695A00018370

*Corrected*

RECEIVED APR 21 1995

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

OF

MAGVENTURE CORP.

ARTICLE ONE  
CORPORATE NAME AND ADDRESS

The name and address of this Corporation shall be: **MAGVENTURE CORP.**, 1401 S.W. 1st Street, Suite 210, Miami, Florida 33135.

ARTICLE TWO  
NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE  
TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida. The date on which corporate existence shall begin is: The date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE FOUR  
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than \$1,000.00, or such greater amount as may be required by law.

ARTICLE FIVE  
NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director. The stockholders of this Corporation may from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

ARTICLE SIX  
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times.

ARTICLE SEVEN  
AMENDMENT

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT  
CAPITAL STOCK

This Corporation is authorized to issue share of stock as follows:

A. DESIGNATION: The stock of this Corporation shall be known as Common Stock.

B. AUTHORIZED: The maximum number of shares of Common Stock that this corporation may issue is: 1,000 shares.

EFFECTIVE DATE:

FILED

95 APR 20 PM 3:02

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

C. PAR VALUE: Each share of Common Stock shall have a par value of: \$1.00.

D. CONSIDERATION: Shares of Common Stock may be issued in exchange for cash, real property, fixtures and equipment, inventory, accounts receivable, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. NON-ASSESSABILITY: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. VOTING RIGHTS: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation. Agreements among stockholders regarding the voting of their shares, shall be valid and enforceable in accordance with their terms.

G. CUMULATIVE VOTING: No holder of Common Stock shall be entitled to any right of cumulative voting.

I. DIVIDENDS: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purpose.

J. LIQUIDATION RIGHTS: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any dividends that may be declared by the Board of directors out of the assets legally available for such purpose.

#### ARTICLE NINE INDEMNIFICATION

9.1 INDEMNITY. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the full extent permitted by law.

9.2 INSURANCE. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

#### ARTICLE TEN INITIAL DIRECTORS

##### NAME

##### ADDRESS

Jorge Munilla


1401 S.W. First Street  
Suite 205  
Miami, Florida 33135

FILED

ARTICLE ELEVEN  
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT 05 APR 20 PM 3:02

INITIAL REGISTERED AGENT: Pedro R. Munilla, Esquire  
INITIAL REGISTERED OFFICE: 1401 S.W. 1st Street  
Suite 210  
Miami, Florida 33135  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I HEREBY AGREE to act as Registered Agent for MAGVENTURE CORP.  
and I further agree to comply with the provisions of all Florida  
Statutes relative to the proper and complete performance of my  
duties.

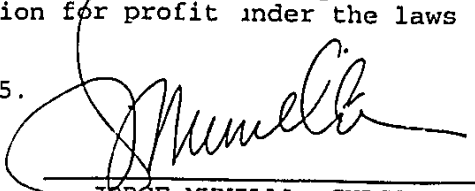
  
PEDRO R. MUNILLA, REGISTERED AGENT

SOLE SUBSCRIBER

The undersigned individual, competent to contract, hereby executes  
these Articles of Incorporation as subscriber thereof.

IN WITNESS WHEREOF, the undersigned Subscriber does make,  
subscribe, acknowledge and file these Articles of Incorporation for  
the purpose of forming a corporation for profit under the laws of  
the State of Florida.

DATED this 13TH day of April, 1995.

  
JORGE MUNILLA, SUBSCRIBER,  
INCORPORATOR

STATE OF FLORIDA     )  
                              ): SS  
COUNTY OF DADE     )

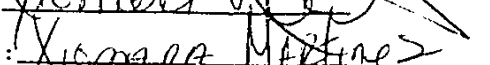
BEFORE ME, the undersigned authority personally appeared JORGE  
MUNILLA to me well known and known to me to be the individual  
described in and who executed the foregoing Articles of  
Incorporation, and who acknowledged before me that the same was  
executed for the purposes therein stated and expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and  
official seal at Miami, Dade County, Florida.

DATED this 13 day of April, 1995.

NOTARY PUBLIC:

Sign: 

Print:   
State of Florida at Large  
(Seal)

My Commission Expires:

\\ct\229\9508001 Article

