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MAYO INTERNATIONAL CORPORATION  
1770 - 79TH ST. N. CSWY  
SUITE D-214  
NORTH BAY VILLAGE, FL 33141

FILED STATE  
SECRETARY OF CORPORATIONS  
APR 24 11:10:19

April 20th, 1995

FLORIDA DEPT. OF STATE  
DIVISION OF CORPORATIONS  
P O BOX 6327  
TALLAHASSEE, FL 32314

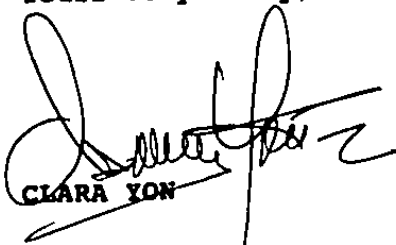
300001463053  
-04/24/95--01041--013  
\*\*\*122.50 \*\*\*122.50

Gentlemen:

Enclosed please find \$122.50 to cover incorporation fees of  
above corporation.

Thank you.

Yours very truly,

  
CLARA YON

KAN 4-26

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 APR 24 AM 10:20

ARTICLES OF INCORPORATION  
OF  
MAYO INTERNATIONAL CORPORATION

The undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby organize and incorporate a corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the corporation is: MAYO INTERNATIONAL CORPORATION.

ARTICLE II  
NATURE OF BUSINESS

The corporation will engage in any activity of business permitted under the laws of the United States or of this State.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 60 shares of common stock with no par value.

ARTICLE IV  
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is more than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V  
BEGINNING OF CORPORATE EXISTENCE

The date of corporate existence shall be the time of filing of these Articles of Incorporation.

ARTICLE VI  
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII  
ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

1770 - 79TH ST. N. CSKY.  
SUITE D-214  
MIAMI, FLORIDA 33141

The Board of Directors may from time to time move the principal office to any other address.

ARTICLE VIII  
DIRECTORS

This corporation shall have 1 directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but there shall be at least 1 director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him in as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjusted that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise be interested in, or are directors or officers of such firm or corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE IX  
INITIAL DIRECTORS

The names and post office address of the initial directors of the corporation are:

CLARA YON  
PRESIDENT/SECRETARY  
608 OWNERSHIP  
1770 - 79TH ST N., CSWY  
SUITE D-214  
NORTH BAY VILLAGE, FL. 33141

**ARTICLE X  
INITIAL SUBSCRIBER**

The names and post office addresses of the subscribers to these Articles of Incorporation are:

CLARA YON  
1770 - 79TH ST. N. CSWY  
SUITE D-214  
NORTH BAY VILLAGE, FL. 33141

**ARTICLE XI  
REGISTERED OFFICE AND REGISTERED AGENT**

The Registered office and Registered Agent of the corporation shall be:

CLARA YON  
1770 - 79TH ST. N. CSWY  
SUITE D-214  
NORTH BAY VILLAGE, FL 33141

**ARTICLE XII  
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals and have acknowledged and filed in the office of the Secretary of State of Florida as subscribers of the foregoing Articles of Incorporation, this 20th day of April, 1995.

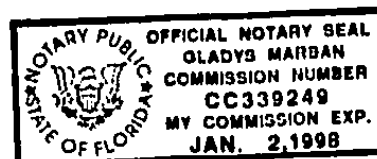
  
CLARA YON

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared CLARA YON who produced I.D. No. who executed the Articles of Incorporation, and who acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 20TH day of April, 1995.

  
NOTARY PUBLIC  
STATE OF FLORIDA at Large



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 APR 24 AM 10:20

CERTIFICATE\_OF\_RESIDENT\_AGENT

OF

MAYO\_INTERNATIONAL\_CORPORATION

In pursuance of Chapter 48.091 of Florida Statutes the following is submitted in compliance with said Act. That MAYO INTERNATIONAL CORPORATION, is desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at Miami, Dade County, Florida, has named CLARA YON agent to accept service of process with this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



CLARA YON