

P95 0000 49423
J. STEVEN WARNER, P.A.

6245 NORTH FEDERAL HIGHWAY
SUITE 506
FORT LAUDERDALE, FLORIDA 33308

TELEPHONE: (305) 772-8445
BOCA RATON: (305) 726-1154
TELEFAX: (305) 776-2090

June 20, 1995

VIA UNITED PARCEL SERVICE

Florida Division of Corporations
Bureau of Corporation Records
409 East Gaines Street
Tallahassee, FL 32399

700001513697
-06/21/95-01084-012
****122.50 ****122.50

Re: MASTERINNOVEST, INC.

Dear Corporate Clerk:

Enclosed is an original and a copy of the Articles of Incorporation and the Designation of the office address and the Resident Agent for the above referenced corporation. Please file the Articles and forward one certified copy to my office as soon as possible. A check in the amount of \$122.50 is enclosed to cover the fees for the filing of the Articles, the Registered Agent designation and the certified copy.

Sincerely,

J. STEVEN WARNER, P.A.

By: 

J. Steven Warner

EFFECTIVE DATE

JUN 16 1995

JSW/1s



FILED
55 JUN 21 PM 2:12
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT

**ARTICLES OF INCORPORATION
OF
MASTER INNOVEST, INC.**

Pursuant to the Florida Business Corporation Act, these Articles of Incorporation provide that:

I.- NAME

The name of this corporation shall be:

MASTER INNOVEST, INC.

II.- COMMENCEMENT OF EXISTENCE

Corporate existence shall commence as of June 16, 1995.

III.- TERM OF EXISTENCE

This corporation is to exist perpetually.

IV.- NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

V.- CAPITAL STOCK

The aggregate number of shares of stock which this corporation is authorized to issue is 1000 shares of common stock. The par value of the shares is \$0.01.

VI.- REGISTERED AGENT AND OFFICE

The initial registered office of the corporation shall be located at 6245 North Federal Highway, Suite 506, Fort Lauderdale, FL 33308. The initial registered agent for the corporation at that address shall be J. STEVEN WARNER, P.A.

VII.- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 6245 North Federal Highway, Suite 506, Fort Lauderdale, Florida 33308.

VIII.- INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: J. STEVEN WARNER, P.A., 6245 North Federal Highway, Suite 506, Fort Lauderdale, FL 33308.

EFFECTIVE DATE

JUN 16 1995

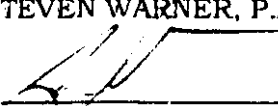
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95 JUN 21 PM 2:12
CLERK OF CIRCUIT COURT
IN AND FOR THE STATE OF FLORIDA
SOUTHERN DISTRICT

IX. - MANAGEMENT OF CORPORATE AFFAIRS

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in this June 20, 1995.

J. STEVEN WARNER, P.A.


By: 
J. Steven Warner, Pres.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with §48.091 of the Florida Statutes, the following is submitted:

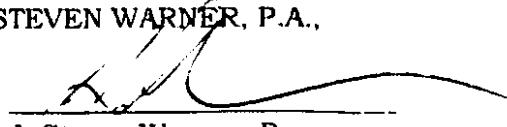
THAT MASTER INNOVEST, INC., desiring to organize or qualify as a for-profit corporation under the laws of the State of Florida, with its principal place of business at 6245 North Federal Highway, Suite 506, Fort Lauderdale, Florida 33308; has named J. STEVEN WARNER, P.A., 6245 North Federal Highway, Suite 506, Fort Lauderdale, FL 33308, as its agent to accept service of process within the State of Florida.

INCORPORATOR:
J. STEVEN WARNER, P.A.

By: 
J. Steven Warner, Pres.
Title: Incorporator
Date: June 20, 1995

HAVING BEEN named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

J. STEVEN WARNER, P.A.,

By: 
J. Steven Warner, Pres.
Title: Registered Agent

Date: June 20, 1995