

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0991 FAX

800-142-8086



995000056699

ACCOUNT NO. : 072100000032

REFERENCE : 64512 *Patricia 2208B*

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 20, 1995

ORDER TIME : 10:17 AM

ORDER NO. : 645121

400001542204

CUSTOMER NO: 2208B

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT WILL & EMERY

22nd Floor
201 South Biscayne Boulevard
Miami, FL 33131-4335

DOMESTIC FILING

NAME: MCMAR CORP.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

JUL 21 1995 BSB

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

W95-14672

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JUL 21 PM 2:26



FLORIDA DEPARTMENT OF STATE

July 20, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MCMAR CORP.
Ref. Number: W95000014672

We have received your document for MCMAR CORP. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 695A00034781

ARTICLES OF INCORPORATION
OF

McMART CORP.

ARTICLE I - NAME

The name of this corporation is McMart Corp.(the
"Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this
Corporation is 121 Crandon Boulevard, #257, Key Biscayne, Florida
33149.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue One Hundred
(100) shares of One Dollar (\$1.00) par value common stock, which
shall be designated "Common Shares".

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ARTICLE V. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131. The name of the initial registered agent at such address is Forrest G. McSurdy.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the By-Laws but shall never be less than one (1). The name of the initial directors of this Corporation are: Forrest G. McSurdy, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131, and John J. Martin, Jr., 121 Crandon Blvd. #257, Key Biscayne, Florida, 33149.

ARTICLE VIII - BY-LAWS

The initial By-Laws of this Corporation shall be adopted by the initial directors of this Corporation.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by applicable law.

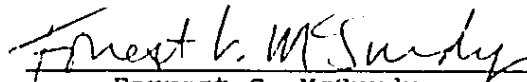
ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Forrest G. McSurdy, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act, as amended from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 19th day of July, 1995.



Forrest G. McSurdy
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

Dated this 19th day of July, 1995.

Forrest G. McSurdy
Forrest G. McSurdy,
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Forrest G. McSurdy, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of McMartCorp., a Florida corporation, and he acknowledged before me that he executed those Articles of Incorporation. (He is) personally known to me or has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19th day of July, 1995.

Judith Diamond
NOTARY PUBLIC

My Commission Expires:

