

JAN-1-1973 71 P. 19 922-4000 P. 6

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: EMPIRE CORPORATE RLY COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 02-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000008556))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: M N USA, INC.
FAX AUDIT NUMBER: H95000008556
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FLORIDA DIVISION O
NUM CAPS Connect: 00:02

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*to file
NAME Same
Ref of law*

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95 AUG 16 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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95 AUG -4 AM 8:16



FLORIDA DEPARTMENT OF STATE
Sandra R. Moriharn
Secretary of State

August 4, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: M S USA, INC.
REF: W95000015740

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

PLEASE RE-FAX LAST PAGE WITH R.A. SIGNATURE.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: 895000006556
Letter Number: 895A00036707

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 16, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: M N USA, INC.
REF: W95000015740

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

IS THERE A SPACE BETWEEN THE LETTERS M & N? IS SO, PLEASE CORRECT R.A. CERTIFICATE TO SHOW NAME THE SAME.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000008556
Letter Number: 695A00038430

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

JAN-23-1988 17:10 FROM

TO

19049224000 P.02

H9 5000 0085 56

M W USA , INC.

Articles of Incorporation
August 1995

Prepared by:

M. Joe Ismail
7855 NW 12th Street, #206
Miami, FL 33126
(305) 594-9198

H9 5000 0085 56

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
M N USA, INC.

The undersigned subscriber to these Articles of Incorporation, is a natural person competent to contract and whom I hereby associate myself with to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be *MN* USA, INC.

ARTICLE II

The corporation may engage in any lawful business, joint ventures, projects and any other business that is permissible under the laws of the United States and the State of Florida.

ARTICLE III

The authorized capital of this corporation shall consist of 1000 shares of common stocks of \$1.00 (one U.S. dollar) par value.

ARTICLE IV

The principal place of the corporation shall be as follows:

4680 N. W. 183rd Street
Miami, FL 33055

ARTICLE V

The initial registered agent and the incorporator for the corporation is:

Nizar Rattani
4680 N.W. 183rd Street
Miami, FL 33055

ARTICLE VI

The corporation shall not have less than one director as provided by the by-laws. The number of directors may either be increased or decreased with the consent of all stockholders.

ARTICLE VII

The power to adopt, alter, amend or otherwise dissolve the corporation shall be vested to the Board of Directors.

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ARTICLE VIII

The following shall constitute the first Board of Directors and the officers of the corporation.

Name	Address
Nisar Rattani (President)	4680 N. W. 183rd Street Miami, FL 33055
Murad Charania (Secretary)	4680 N. W. 183rd Street Miami, FL 33055

ARTICLE IX

The private properties of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

ARTICLE X

Subject to the provisions and conditions of this article, the corporation shall have full power and lawful authority to accept properties, labor and services in lieu of payment of shares of its capital stocks at an appropriate evaluation to be fixed by the Board of Directors.

ARTICLE XI

The directors of the corporation may transact business, borrow, lend, deal, or contract with the corporation and with other person(s) competent and authorized to enter into contracts to full extent but only subject to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

ARTICLE XII

The corporation shall indemnify each director and officer of the corporation against all or any expenses reasonably incurred by them in connection with or arising out of any action, suit or proceeding in which they may be involved, by reason of them being or having been the director or officers of the corporation, to the fullest extent permitted by subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

ARTICLE XIII

The duration of the corporation shall be perpetual.

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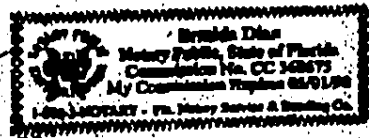
STATE OF FLORIDA } ss
COUNTY OF }

The undersigned authority, Nisar Rattani, is known to me to be the person who executed the foregoing Articles of Incorporation and whose signature appears below has executed before me for the purpose of incorporating the corporation with the State of Florida.

SWORN TO AND SUBSCRIBED before me this 2nd day of August, 1995, at Dade (County) Miami (City) Florida.

ID: 2-We-R350-634-70-263-0
Nisar Rattani 2. Aug. 1995
Signature Date

Conida Neary
Notary Public
My Commission expires: 1 May 1998



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY BE SERVED

In pursuant to chapter 607.34 of the Florida Statutes, the following is submitted:

FIRST, that, M M USA, INC., desiring to incorporate under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation, has named Nisar Rattani, as an agent to accept service of process within this state.

SECOND, having been named to accept service of process for the stated corporation, at the place designated in this certification, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the complete and prompt performance of my duties.

Nisar Rattani
Registered Agent

Date 02 02 95

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TALLAHASSEE, FLORIDA
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