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FILED
95 AUG 22 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 15, 1995

Secretary of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

Re: The Miata Group, Inc.

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-08/21/95--01096--008
*****70.00 *****70.00

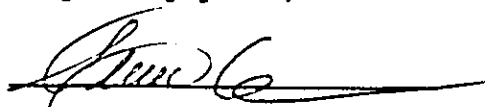
Dear Sir:

Enclosed please find herewith the original and one copy of the Articles of Incorporation of the above captioned proposed corporation.

Further, please find enclosed cashiers check in the amount of \$70 to cover the incorporation fees.

Should there be any need to contact me, I can be reached during the day at (813) 677-0999. Your kind and early attention hereto would be greatly appreciated.

Very truly yours,



Steven Katzman
11210 St. Andrews Court
Riverview, Florida 33569

8/22/95
TD

ARTICLES OF INCORPORATION

OF

The Miata Group, Inc.

We, the undersigned, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

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ARTICLE I

The name of the corporation shall be:

The Miata Group, Inc.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III

The amount of authorized capital stock of this corporation shall be:

one hundred thousand shares (100,000)

at a par value of: \$00.01 (one cent per share)

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than:

One thousand Dollars (\$1,000.00)

ARTICLE V

The term for which this corporation shall exist is perpetual.

ARTICLE VI

The place of business as well as the principal office of this corporation shall be:

11210 St. Andrews Court
Riverview, Florida 33569

and it may have such other places of business in the State of Florida that the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices, in any of the said places of business.

ARTICLE VII

The business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than nine (9) members, as the same may be provided by the By-Laws of the corporation, and the following Officers, to wit:

a President,

a Vice-President,

a Secretary/Treasurer,

and such other Officers as the Board of Directors may elect. The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the Officers shall be elected by the Board of Directors at a meeting to be held immediately after the adjournment of that annual stockholders meeting. Upon the first meeting of the stockholders herein provided for and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the following Officers together with the after named Board of Directors:

President -Steven J. Katzman

Vice-President -Steven J. Katzman

Secretary/Treasurer -Steven J. Katzman

ARTICLE VIII

The names and Post Office addresses of the first Board of Directors, who subject to the provisions of these articles for the first year of the corporations existence or until their successors are duly elected and qualified are:

Member and Interim Chairperson

Steven J. Katzman

11210 St. Andrews Court

Riverview, Florida 33569

Other Members

ARTICLE IX

The annual meeting of the stockholders of this corporation shall be fixed by the By-Laws.

ARTICLE X

The names and places of residence of the incorporators of this corporation and the amount of shares of stock subscribed for by each are as follows:


Names and Addresses	Number of Shares	Amount
Steven J. Katzman	100,000	\$1,000.00
11210 St. Andrews Court		
Riverview, Florida 33569		

the proceeds of which will amount to at least
\$1,000 (one thousand dollars)

ARTICLE XI

The members of the Board of Directors, or an Executive Committee shall be deemed present at a meeting of such board or Committee if a conference telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

IN WITNESS THEREOF, we have hereunto subscribed our hands and seals this 16th day of AUGUST, 1995

 (SEAL)

Steven J. Katzman, President

 (SEAL)


Steven J. Katzman, Secretary/Treasurer

STATE OF FLORIDA)

: ss

COUNTY OF CHARLOTTE)

ON THIS DAY, personally appeared before me, the undersigned authority duly authorized to administer oaths, Steven J. Katzman, to me well known to be the persons described herein and who executed the above and foregoing proposed Corporate charter and they acknowledged that they executed the same for the purposes therein expressed. IN WITNESS THEREOF, I have hereunto set my hand and seal at City of FLYNNVILLE SPRS., County of SEMINOLE, this 16 day of AUGUST, 1995 A.D.

 (SEAL) NOTARY PUBLIC



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DESIGNATION OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:
That The Miata Group, Inc.,
desiring to operate under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Port Charlotte, County of Charlotte, State of Florida .
has named: Steven J. Katzman
located at 11210 St. Andrews Court
Riverview, County of Hillsborough
State of Florida, 33569
as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the 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 said office open.

By 

Steven J. Katzman

Registered Agent

August 15 1995