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Law Office

THEODORE R. BAYER

9400 South Dadeland Boulevard
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Miami, Florida 33156

SEP 19 1995

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September 15, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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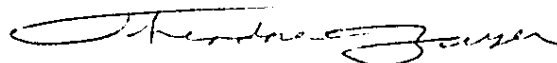
RE: MAG & ASSOCIATES, INC.

Dear Sir:

Enclosed please find the following:

1. Original and one copy of the Articles of Incorporation of MAG & Associates, Inc.
2. Certificate of Designation of Registered Agent/Registered Office
3. My trust account check for \$122.50 payable to "Secretary of State", representing \$35.00 for filing fee, \$35.00 for the Designation of Registered Agent and \$52.50 for a certified copy of the Articles of Incorporation.

Sincerely,



THEODORE R. BAYER
TRB:to

encl
cc w/ encl:
MAG & Associates, Inc.

SEP 19 1995

ARTICLES OF INCORPORATION OF

MAG & ASSOCIATES, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be MAG & ASSOCIATES, INC.

ARTICLE II

Principal Office

The principal place of business and mailing address of this corporation shall be 9651 S.W. 106th Court, Miami, Florida 33176.

ARTICLE III

Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares.

ARTICLE IV

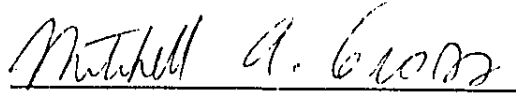
Initial Registered Agent and Address

The name and address of the initial Registered Agent is THEODORE R. BAYER, 9400 South Dadeland Boulevard, Suite 300, Miami, Florida 33156.

ARTICLE V
Incorporator

The name and street address of the Incorporator to these Articles of Incorporation is MITCHELL A. GROSS, 9651 S.W. 106th Court, Miami, Florida 33176.

The undersigned has executed these Articles of Incorporation this 15th day of September, 1995.


MITCHELL A. GROSS

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement designating the Registered Agent/Registered Office in the State of Florida.

1. The name of the Corporation is MAG & ASSOCIATES, INC.

2. The name and address of the Registered Agent/Registered Office is THEODORE R. BAYER, 9400 South Dadeland Boulevard, Suite 300, Miami, Florida 33156.

MAG & ASSOCIATES, INC.

BY:

Mitchell A. Gross
MITCHELL A. GROSS, President

DATED this 15th day of September, 1995

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as Registered Agent.

Theodore R. Bayer
THEODORE R. BAYER, Registered Agent

DATED this 15 day of September, 1995