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AN ASSOCIATION OF ATTORNEYS AND NOT A PARTNERSHIP

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GUSTAVE W. LARSON "RETIRED"
STEVEN L. JONES

December 26, 1995

OF COUNSEL
CESAR A. BASTRE

Pg 0000001030

Secretary of State
Division of Corporations
109 East Gaines Street
Tallahassee, Florida 32399

800001672028
-12/27/95--01061--003
******122.50 ****122.50**

Re: Masa International, Inc.

Dear Sirs:

Please accept for filing the enclosed Articles of Incorporation; the applicable filing fee is also enclosed. Please expedite this matter and return a certified copy of the Articles of Incorporation to this office by means of Federal Express; an Airtel and envelope are also enclosed.

Thank you for your attention to this matter.

JAN 4 1996 BSA

Sincerely yours,

STEVEN L. JONES

SLJ:rhb
Enclosure.

ARTICLES OF INCORPORATION
of
MASA INTERNATIONAL, INC.

FILED
95 DEC 27 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be MASA INTERNATIONAL, INC.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The total number of shares of capital stock which may be issued by this corporation is One Hundred (100) at \$10.00 par value per share. All such stock may be payable in cash, property, labor or services at a just value to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V

The principal place of business of said corporation shall be at 315 Palm Boulevard, Ft. Lauderdale, Florida 33326.

ARTICLE VI

The name and address of the initial Registered Agent is MICHAEL T. MOORE, 315 Palm Boulevard, Ft. Lauderdale, Florida 33326; his acknowledgment and acceptance of such designation are attached.

ARTICLE VII

The number of directors of this corporation shall be not less than one (1).

ARTICLE VIII

The name and street address of the first Board of Directors of this corporation, who shall hold office for the first year, or until successors are chosen, shall be:

MICHAEL T. MOORE
President/Director
315 Palm Boulevard
Ft. Lauderdale, Florida 33326

ARTICLE IX

The name and street address of each person signing these Articles of Incorporation as an Incorporator is as follows:

MICHAEL T. MOORE
President/Director
315 Palm Boulevard
Ft. Lauderdale, Florida 33326

The undersigned Incorporator has executed these Articles of Incorporation this 21 day of December, 1995.

Michael T. Moore (SEAL)
MICHAEL T. MOORE

ACKNOWLEDGMENT

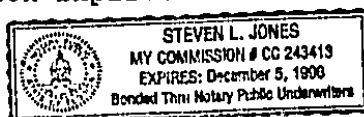
STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, appeared MICHAEL T. MOORE, who is personally known or who produced _____ as identification, known to me to be the person described in and who executed the foregoing Articles of Incorporation, and upon being by me first duly sworn, on oath, deposes and says, and did acknowledge before me, that he is the party who executed and subscribed the foregoing Articles of Incorporation, did further acknowledge that said Articles are the act and deed of the signor and respectfully states that the facts and matters therein set forth are true and correct.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 21 day of Dec., 1995.

Steven L. Jones
Name: Steven L. Jones
Notary Public
State of Florida

My Commission Expires:



CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the Corporation is MASA INTERNATIONAL, INC.
2. The name and address of the Registered Agent and Office is:

MICHAEL T. MOORE
315 Palm Boulevard
Ft. Lauderdale, Florida 33326.

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 and I am familiar with and accept the obligations of my position as Registered Agent.


MICHAEL T. MOORE

Date: 12/21/95

FILED
95 DEC 27 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA