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TALLAHASSEE, FL 32301
904-222-9171
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PRESTIGE MAIL
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. # 072100000032

REFERENCE # 816041 7101923

AUTHORIZATION #

COST LIMIT # \$ FPD

ORDER DATE : January 23, 1996

ORDER TIME : 11:10 AM

ORDER NO. : 816041

CUSTOMER NO: 7101923

CUSTOMER: Stephen L. Raskin, Esq
STEPHEN L. RASKIN, ESQ

Suite 205
6201 S. W. 70th Street
S. Miami, FL 33143

DOMESTIC FILING

NAME: MAGNA-LIFE TRADING CO.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HBD

EXAMINER'S INITIALS:

T. BROWN JAN 24 1996

700001685721
-01/23/96-01063-009
****122.50 ****122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN 23 AM 9 27

FILED

DIVISION OF CORPORATION

96 JAN 23 PM 12:11

RECEIVED

ARTICLES OF INCORPORATION
OF

MAGNA-LIFE TRADING CO.

ARTICLE I - NAME

The name of this corporation is
MAGNA-LIFE TRADING CO.

ARTICLE II- DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized under the laws of the State of Florida, as a corporation for profit, generally engaged in any business activity permitted by law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of common stock, each share having the par value of One (\$1.00) Dollar.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6201 S.W. 70th Street, Suite 205, South Miami, Florida, 33143, and the name of the initial registered agent at that address is Stephen L. Raskin, Esq. The mailing address of this corporation is 6201 S.W. 70th Street, Suite 205, South Miami, Florida, 33143.

FILED
96 JAN 23 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and street address of the initial director of this corporation is:

STEPHEN L. RASKIN, ESQ.
6201 S.W. 70th STREET
Suite 205
South Miami, FL 33143

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is

STEPHEN L. RASKIN, ESQ.
6201 S.W. 70th Street
Suite 205
South Miami, FL 33143

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the share holders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 18 day of January 1996.



STEPHEN L. RASKIN

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Stephen L. Raskin known to me to be the person who acknowledged before me that he executed the same for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 18 day of January 1996.


NOTARY PUBLIC - State of Florida
At Large

My Commission Expires:



JUDITH A. FISCHER
MY COMMISSION # CC 165105 EXPIRES
April 16, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

(Notary Seal)

CERTIFICATE DESIGNATING AGENT
(F.S. Section 48.091)

BE IT KNOWN THAT:

MAGNA-LIFE TRADING CO.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, State of Florida, has named Stephen L. Raskin, Esq., located at 6201 S.W. 70th Street, Suite 205, South Miami, Florida 33143, as its agent to accept services of process within Florida.

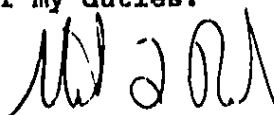
DATED this 18 day of January, 1996.

ACCEPTANCE

Having been named to accept service of process for:

MAGNA-LIFE TRADING CO.

I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



STEPHEN L. RASKIN, ESQ.
Registered Agent

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Stephen L. Raskin known to me to be the person who acknowledged before me that he executed the same for the purposes set forth herein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 18 day of January 1996.



NOTARY PUBLIC - State of Florida
At Large

My commission expires:

(Notary Seal)



JUDITH A. FISCHER
MY COMMISSION # CC 185185 EXPIRES
April 15, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
96 JAN 23 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA