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ABRAMS & ABRAMS, P.A.

DAVID S. ABRAMS
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December 15, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

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-01/26/96--01098--011
****122.50 ****122.50

Re: **M.S.L. (USA), INC.**
7500 N.W. 25 Street
Miami, Florida 33134

Dear Sir or Madam:

Enclosed is an original and one copy of the Certificate of Incorporation for the above named corporation, the original of which is to be filed with your office. The remittance in the amount of \$122.50 is enclosed to cover the cost of same as follows:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy	52.50

I would appreciate your preparing a certified copy and returning the same to us by return mail at your earliest possible convenience.

Thank you for your prompt attention to this matter.

Very truly yours,



DAVID S. ABRAMS

PFA:lg

JAN 30 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 26 AM 8:57

CERTIFICATE OF INCORPORATION
OF
M.S.L. (U.S.A.), INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN 26 AM 8:57

We, the undersigned, hereby make, subscribe and acknowledge this Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be:

M.S.L. (U.S.A.), INC.

and its existence shall be perpetual.

2. The general nature of the business to be transacted shall be and to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida and to have all other powers provided by the laws of the State of Florida.

3. The capital stock of the corporation shall consist of 100 shares of \$1.00 Dollar par value.

4. The principal office of the corporation shall be:

7500 N.W. 25 Street, Miami, Florida 33122

5. The amount of capital with which the corporation shall begin business is \$1,000.00 Dollars.

6. The number of the directors shall be at least one (1) and the name and post office address of the first Board of Directors and Officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
George O'Shea	President/ Secretary Director	7500 N.W. 25 Street Miami, Florida 33134

7. The name and post office address of the subscribers to this Certificate of

Incorporation, the number of shares they agree to take and the consideration thereof, the proceeds of which will amount to at least Dollars is as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>
<u>CONSIDERATION</u>	

George O'Shea	100
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8. The corporation designates DAVID S. ABRAMS, ESQ., 2100 Ponce De Leon Boulevard Suite 1170, Coral Gables, Florida, 33134, as its Resident Agent, to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned hereby subscribed to this Certificate of Incorporation at Miami, Dade County, Florida, this 15th day of December, 1995.


PAULA O'SHEA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First that M.S.L. (USA), INC., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Certificate of Incorporation at 7500 N.W. 25 Street, Miami, Florida 33122, County of Dade, State of Florida, has named DAVID S. ABRAMS, located at 2100 Ponce De Leon Boulevard, Suite 1170, Coral Gables, Florida, 33134, as Registered Resident Agent to accept Service of Process within this State.

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 provisions of said Act relative to keeping open said office.



DAVID S. ABRAMS

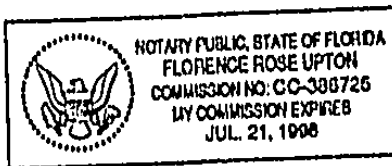
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 JAN 25 AM 8:51

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared PAULA O'SHEA, sole subscriber, to me known to be the person described in and who executed the foregoing Certificate of Incorporation, who acknowledged before me that he subscribed thereto and did so for the purpose and uses therein mentioned and that DAVID S. ABRAMS consented to the appointment as Registered Resident Agent of the corporation to accept service of process within the State.

MY COMMISSION EXPIRES:



Florence Rose Upton
NOTARY PUBLIC