

P96000015853

January 27th, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: M C S CORP.

4000001704624
-02/02/96--01007--012
***122.50 ***122.50

Dear sirs,

Please find the enclosed payment of \$ 122.50 to cover the filling and pertinent fees for M C S CORP., a Florida For Profit Corporation.

Along with the enclosed fee also find the signed and notarized Articles of Incorporation for the above named Corporation as well as the Registered Agent information.

Please send the Certificate of Status and any other replies to my accountant at:

1214 S.W. 2nd Street
Miami, Fl. 33135

C/O CLAUDIA VARAO AYRES

Thank You,

Claudia Varao Ayres
Vice-President
Registered agent
M C S Corp..

Giovanni Castellanos GAVE

AUTHORIZATION BY PHONE TO
CORRECT Corp name + Article VIII

DATE 2-21-96

DCC. EXAM [Signature]

W96-2794
502
612

2-21-96
48



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 7, 1996

CLAUDIA VARAO AYRES
1214 S.W. 2ND STREET
MIAMI, FL 33135

SUBJECT: M.C.S. GROUP CORP.
Ref. Number: W96000002794

We have received your document for M.C.S. GROUP CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hymar,
Document Specialist

Letter Number: 296A00005291

February 14th, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FROM: M C S INTERNATIONAL GROUP CORP.

RE: LETTER NO. 206A000005201

Dear Sirs,

Please find the corrected name for our Corporation to appear as M C S INTERNATIONAL GROUP CORP. We spoke with your office today to check about the addition of the word International before mailing the Articles back to you. As per the agent that spoke with us today the word International added to the original name selected would differentiate our entity from the existing one.

We would appreciate it if you could expedite processing of the Articles of Incorporation since time is of the essence for us to commence operating.

We also ask that you mail the Certificate of Incorporation and Articles to our accountant at:

Vares Inc.
C/O MCS INTERNATIONAL GROUP CORP.
1214 SW 2nd Street
Miami, FL 33135
305-642-7611

Sincerely

Claudia Varas Ayres
Vice-President
Registered agent
M C S International Group Corp..

CERTIFICATE OF INCORPORATION

ARTICLES OF INCORPORATION FOR

M.C.S. INTERNATIONAL GROUP CORP.

We, the undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, proceeding on the following: (1) to do any and all business and transactions in and out of the state of Florida, hereby adopt the following articles of incorporation:

ARTICLE I

The name of the corporation shall be:

M.C.S. INTERNATIONAL GROUP CORP.

ARTICLE II

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

ARTICLE III

The corporation is authorized to issue one hundred (100) shares of \$10.00 par value Common Stock, which shall be designated "Common Shares". Shares of Common Stock, the proceeds of which will have no value if not assigned by the shareholders.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than One Thousand (\$1,000.00) dollars.

ARTICLE V

This corporation is to have perpetual existence.

F.R.

ARTICLE VI

The principal office of this corporation shall be:

1865 NE 79th Street CSWY #3-A
NORTH BAY VILLAGE, FL. 33141
(305) 868-3847

ARTICLE VII

CLA. Varad
The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the First Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Acts of legislature, shall hold office for the Corporation, are:

SANDRA VARAD MARTINS AYRES
1865 NE 79TH STREET CSWY #3-A
NORTH BAY VILLAGE, FL. 33141

PRESIDENT

CLAUDIA VARAD AYRES
1865 NE 79TH STREET CSWY #3-A
NORTH BAY VILLAGE, FL. 33141

VICE-PRES.
SECRETARY

The Board of Directors will be able to utilize all powers granted them by law in order to direct the Corporation as they see fit.

FJR

ARTICLE VIII

The names and post office addresses of each shareholder to the Certificate of Incorporation are as follows:

SHAREHOLDER:

% OF SHARES

SANDRA VARAD MARTINS AYRES
1865 NE 79TH STREET CSWY #3A
NORTH BAY VILLAGE, FL. 33141
(305) 868-3847

100% OF SHARES
PRESIDENT

ARTICLE IX

copy - 10/1/83

The Corporation shall have the right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right of inspections of any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in it's By-laws confers power upon it's Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now hereafter prescribed by statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

FJL

F. J. L.

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501,
the following is submitted:

That *FJR* M.C.S. INTERNATIONAL GROUP CORP.

is qualified to do business under the laws of the State of
Florida, with it's REGISTERED OFFICE at:

1865 NE 79TH STREET CSWY #13-A
NORTH BAY VILLAGE, FL. 33141
(305) 868-3847

and has appointed: CLAUDIA VARAD AYRES

as it's agent to accept services of process within the State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of
process for the above stated Corporation at the place
designated in the Certificate, I hereby accept to act in this
capacity and agree to comply with the provisions of said Act
relative to keeping office said office.

Claudia Varad Ayres

CLAUDIA VARAD AYRES
Registered Agent.

FJR.