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FLORIDA DIVISION OF CORPORATIONS

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TALLAHASSEE FL 32301

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((H96000002987)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MACAR INTERNATIONAL CORPORATION

FAX AUDIT NUMBER: H96000002987

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TALLAHASSEE, FLORIDA

H96-02987

ARTICLES OF INCORPORATION

OF

MACAR INTERNATIONAL CORPORATION

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be

MACAR INTERNATIONAL CORPORATION

ARTICLE II
DURATION

This corporation is to have perpetual existence.

ARTICLE III
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares all at One (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

H96-02987
ICS INDUSTRIES, INC.
84 NW 11th Street
Miami, FL 33136
305-558-8871

H96-02987

ARTICLE V
CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

1119 Fifth Street
Miami Beach, Florida 33139

ARTICLE VI
INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

MANUEL CARVAJAL

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director(s) initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

NAME(S)

MANUEL CARVAJAL

ADDRESS(ES)

1119 Fifth Street
Miami Beach, Florida 33139

ARTICLE VIII
INCORPORATORS

The name(s) and address(es) of the Incorporator(s) signing these Articles is/are:

NAME(S)

MANUEL CARVAJAL

ADDRESS(ES)

1119 Fifth Street
Miami Beach, Florida 33139

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ARTICLE IX
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X
INDEMNIFICATION

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

ARTICLE XI
INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


ARTICLE XII
AMENDMENT OF ARTICLES

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 shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.


MANUEL CARVAJAL

STATE OF FLORIDA

COUNTY OF DADE

ss


I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared MANUEL CARVAJAL, to me well known to be the person(s) described in and who executed the foregoing Articles of Incorporation, as incorporator(s) and acknowledged before me that he/she/they subscribed to said Articles of Incorporation, after having produced drivers license, as identification.

WITNESS my hand and seal this 1st day of March, 1996.

My Commission Expires:



ANA VASQUEZ
COMMISSION # 00402
EXPIRES FEB 14, 1997
ATLANTIC BONDING CO


NOTARY PUBLIC
State of Florida at Large

496-02987

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REGISTERED AGENT CERTIFICATE

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

FIRST - That MACAS INTERNATIONAL CORPORATION desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami Beach, County of Dade, State of Florida, has named MANUEL CARVAJAL, located at 1119 Fifth Street, Miami Beach, Florida 33139, as its registered agent to accept service of process.

ACKNOWLEDGEMENT

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 said office open.


MANUEL CARVAJAL

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

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96 MAR - PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally appeared MANUEL CARVAJAL to me well known to be the person described in and who executed the Registered Agent Certificate, after having produced a drivers license as identification.

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Mar. 1 '96 13:16

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WITNESS my hand and seal on this 1st day of March, 1996.

My Commission Expires:
ANA VASQUEZ
COMMISSION # 00420000
EXPIRES FEB 14, 1999
ATLANTA SCHOOL OF M.B.

[Signature]
NOTARY PUBLIC
State of Florida at Large

FUSTINAR,ART

H96-02987