

3/18/96

FLORIDA DIVISION OF CORPORATIONS

1146

((H9600003818)) TELETYPE UNIT COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: MACHO VENTURES, INC.
STATE OF FLORIDA
409 EAST BAY STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

815 NW 10th St
SUITE C-100
MIAMI FL 33166-

CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839
FAX: (305) 592-9591

((H9600003818)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MACHO VENTURES, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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ARTICLES OF INCORPORATION
OF
MACHO VENTURES, INC.

ARTICLE I - NAME

The name of this Corporation is **MACHO VENTURES, INC..**

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the corporation is **13300 INDIAN
ROCKS ROAD #2103, LARGO, FL 34644.**

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue shall be **100 shares of ONE DOLLAR (\$1.00)** per value voting common stock.

Prepared by: Kaufman Rossin & Co.
2699 SOUTH BAY SHORE DRIVE
Miami, FL 33133
(305) 856-3284

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96 MAR 18 PM 5:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is **2699 SOUTH BAYSHORE DRIVE, MIAMI, FLORIDA 33133**, and the name of the initial registered agent of this Corporation at that address is **CARL N. HOWDEN**.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have **ONE (1)** director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than **ONE (1)**.

The name and address of the initial director of this Corporation is:

RANDY M. POFFO

**13300 INDIAN ROCKS ROAD
#2103
LARGO, FLORIDA 34644**

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

**CARL N. HOWDEN
2699 SOUTH BAYSHORE DRIVE
MIAMI, FLORIDA 33133**

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

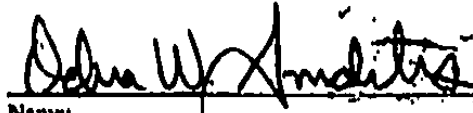
Carl N. Howden
Incorporator

STATE OF FLORIDA

)
) SS.
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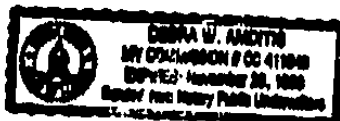
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on March 18, 1996, by Carl N.
Howden, to whom is personally known to me and he did take an oath.



Name:
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



CERTIFICATE OF REGISTERED AGENT**OF****MACHO VENTURES, INC.**

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

That **MACHO VENTURES, INC.** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Largo, County of Pinellas, State of Florida, has named **CARL N. HOWDEN** as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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

Dated this 18th day of March, 1996.

Carl N. Howden
CARL N. HOWDEN

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