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Please respond to
Gainesville
Miami Beach
HongKong

March 12, 1996

**Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**

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-03/15/96--01074--005
*****122.50 *****122.50

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Mayflower Management, Inc. as well as a check in the amount of \$122.50 to cover the incorporation fee. If you have any questions, please do not hesitate to contact me at my Miami Beach office. Thank you for your cooperation.

Sincerely,


Jose E. Latour

MAR 20 1996 BSB

FILED
96 MAR 15 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MAYFLOWER MANAGEMENT, INC.**

FILED
96 MAR 15 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Mayflower Management, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding is 1000 shares of common stock having a par value of \$1 per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT
PRINCIPAL OFFICE AND CORPORATE ADDRESS**

The initial registered office of this corporation shall be 504 Mayflower Road, West Palm Beach, FL 33405, and the initial registered agent shall be Helga Woerle. The principal office address shall be 504 Mayflower Road, West Palm Beach, FL 33405.

Attorney: Jose E. Latour
Address: 1234 Washington Ave, Suite 202, Miami Beach, FL 33139
Phone: (305) 538-8911
Bar #: 866792

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the Bylaws of the corporation. The name and address of the director constituting the initial Board of Directors is:

NAME	ADDRESS
Helga Woerle	504 Mayflower Road, West Palm Beach, FL 33405

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - INCORPORATORS

The name and street address of the person signing these Articles of Incorporation are:

NAME	ADDRESS
Jose E. Latour	1234 Washington Avenue, Suite 202 Miami Beach, FL 33139

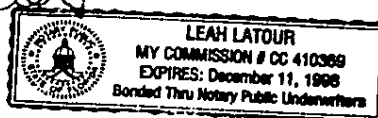


Jose E. Latour - Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation of Mayflower Management, Inc. were acknowledged before me on this 1 day of March 1996 by Mr. Jose E. Latour as Incorporator.

2-11-98 
NOTARY PUBLIC
My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Mayflower Management, Inc., at the place designated in the Articles of Incorporation, Helga Woerle agrees to act in this capacity and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated this 1 day of March, 1996.



Helga Woerle

FILED
98 MAR 15 PM 4:43
TALLAHASSEE, FLORIDA
SECRETARY OF STATE