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April 29, 1996

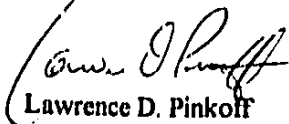
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

TELEPHONE 904-498-1117
FAX 904-498-0111
***\$122.50 ***\$122.50

Ladies & Gentlemen:

Enclosed please find the Articles of Incorporation for **M.A.D. Holdings, Inc.**, along with a check in the amount of \$122.50. Please note that an additional copy has been attached so that a certified copy may be returned. Thank you for your time and consideration.

Sincerely,



Lawrence D. Pinkoff
M.A.D. Holdings, Inc.
8 SW 23rd Street
Ft. Lauderdale, FL 33315

FILED
95 APR 30 11:11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PMC
5/6/96

ARTICLES OF INCORPORATION
of
M.A.D. Holdings, Inc.

FILED
96 APR 30 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the Corporation is M.A.D. Holdings, Inc., and its principal place of business is 8 SW 23rd Street, Fort Lauderdale, Florida 33315.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities 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 Three Hundred shares (300) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Lawrence D. Pinkoff
2442 Fillmore Street
Hollywood, Florida 33020

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws of the corporation, but shall never be less than one. The names and addresses of the initial directors of the corporation are as follows:

Ira D. Fruchtman
4777 NW 90th Way
Coral Springs, FL 33067

Lawrence D. Pinkoff
2442 Fillmore Street
Hollywood, FL 33020

Julio C. Mesa
9870 Heather Lane
Miramar, FL 33025

ARTICLE VII - INCORPORATORS

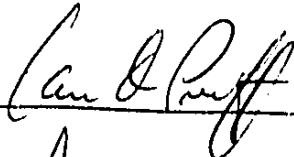
The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

Ira D. Fruchtmann
4777 NW 90th Way
Coral Springs, FL 33067

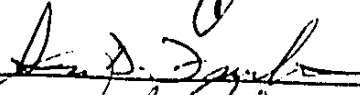
Lawrence D. Pinkoff
2442 Fillmore Street
Hollywood, FL 33020

Julio C. Mesa
9870 Heather Lane
Miramar, FL 33025

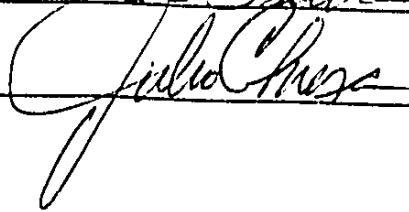
IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 29th day of April, 1996.



(Seal)



(Seal)

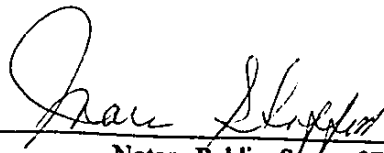


(Seal)

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared IRA FRUCHTMAN, LAWRENCE D. PINKOFF, and JULIO MESA, known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 29 day of April, 1996.



Notary Public, State of Florida at Large

My Commission Expires:

INARA STAFFORD
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXP. JUNE 27, 1997
NO. CC297780

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

of

M.A.D. Holdings, Inc.

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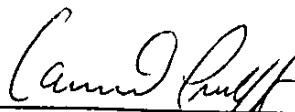
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 2442 Fillmore Street, Hollywood, Florida 33020 has named LAWRENCE D. PINKOFF, located at the aforesaid address, as its Registered Agent to accept Service of Process within this state.

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 Florida Law in keeping open said office.



Registered Agent