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JUN 17 1996 12:41 PM EMPIRE CORPORATE KIT P.07/11
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3094
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: M.A. SOFTWARE, CORP.
FAX AUDIT NUMBER: H960000008430 CURRENT STATUS: REQUESTED
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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

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JUN 17 1996

JUN-17-1996 12:41

EMPIRE CORPORATE KIT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

M. A. SOFTWARE, CORP.

ARTICLE I-Name / Principal Place of Business

The name and principal place of business of this corporation is:

**M. A. SOFTWARE, CORP.
480 EAST 33 STREET
HIALEAH, FLORIDA 33013**

ARTICLE II-Nature of Business

The general nature of this business to be transacted by this corporation is SOFTWARE PROGRAMMING this corporation may engage in any other activity or business permitted under the laws of the United States and of this State.

ARTICLE III-Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

Prepared By:

**LUIS M. GONZALEZ ACCOUNTANT
1051 W 29 ST SUITE 1
HIALEAH, FL 33012 TEL 885-2857**

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ARTICLE IV - Term of Existence

This corporation shall have perpetual existence.

ARTICLE V - Initial Registered Agent

The street address of the initial registered office of this corporation is 450 EAST 33 STREET, HIALEAH, FLORIDA 33013 and the name of the initial registered agent of this corporation at that address is MARINO M. ARIZA.

ARTICLE VI -Initial Board of Directors

This corporation shall be conducted by a board and have ONE directors initially. The number of directors may be either increased

from time to time by the bylaws but shall never be less than one director. The names and address

of the initial directors of this corporation are:

MARINO M. ARIZA 450 EAST 33 STREET HIALEAH, FLORIDA 33013

All of the said directors are of full age and at least one of them is a citizen of the United States.

ARTICLE VII- Initial Officers

The names of the initial officers are as follows:

PRESIDENT: MARINO M. ARIZA

VICE-PRESIDENT:

SECRETARY: MARINO M. ARIZA

TREASURER: MARINO M. ARIZA

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ARTICLE VIII-Incorporator

The name and address of the persons signing these articles are:

MARINO M. ARIZA 450 EAST 33 STREET HIALEAH, FLORIDA 33013

ARTICLE IX- Distribution

The names and post office addresses of each subscriber of this Articles of Incorporation, and the number of shares of stock which each agrees to take and he sums subscribed to and paid are as follows:

NAME	ADDRESS	SHARE
MARINO M. ARIZA	450 E 33 ST HIALEAH FL 33013	500

ARTICLE X-Effective Date

These Articles of Incorporation shall be effective immediately upon approval by the Secretary of State of the State of Florida.

ARTICLE XI- Amendment

These Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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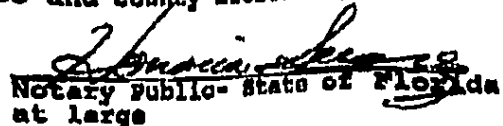
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of JUNE, 1996.


MARINO M. ARIZA

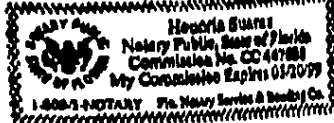
STATE OF FLORIDA)
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared MARINO M. ARIZA personally known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17 day of JUNE, 1996.


Notary Public- State of Florida
at large

My Commission Expires



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JUN-17-1996 12:42

EMPIRE CORPORATE KIT

FILED JUN 17

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT: M. A. SOFTWARE, COMP. IS A CORPORATION
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY
OF HIALEAH STATE OF FLORIDA,

HAS NAMED MARINO M. ARIEA
AS REGISTERED AGENT,

LOCATED AT 480 N 33 ST
CITY OF HIALEAH STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
MARINO M. ARIEA-PRESIDENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED 6/17/96


MARINO M. ARIEA-REGISTERED AGENT