

96000055472

POPHAM HARK

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TEL 303-893-1800

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100 S.E. SECOND STREET
MIAMI, FLORIDA 33131-0101
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FILED
JUN 27 PM 3:28
WASHINGTON, D.C.
TEL 800-854-8000
INTERNATIONAL APPLICATION
BEIJING, CHINA
TEL 01061-618881

May 31, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: MAYER CONSULTING GROUP, INC.

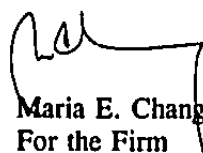
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***122.50 ***122.50

Dear Sir or Madam:

Enclosed please find an original and one copy of the articles of incorporation of the above referenced corporation and a check for \$122.50 for the required fees. Please file the original and certify the copy and return it to the undersigned.

Please call the undersigned should you have any questions. Thank you for your prompt assistance.

Sincerely,


Maria E. Chang
For the Firm

WAB-12/17

encs.
1113058.1



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

June 7, 1996

POPHAM HAIK
100 SE SECOND ST STE 4000
MIAMI, FL 33131-9101

SUBJECT: MAYER CONSULTING GROUP, INC.
Ref. Number: W96000012117

We have received your document for MAYER CONSULTING GROUP, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 596A00028492

**ARTICLES OF INCORPORATION
OF
MAYER DEVELOPMENT GROUP, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is **MAYER DEVELOPMENT GROUP, INC.**

ARTICLE II

ADDRESS

The initial principal office and mailing address of the Corporation is 4590 North Michigan Ave., Miami Beach, Florida 33140.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock, \$0.01 par value.

ARTICLE IV

PREEMPTIVE SHARES

The shareholders of this Corporation shall not be granted preemptive shares.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The address of the Corporation's initial registered office is 4590 North Michigan Ave., Miami Beach, Florida 33140. The name of the Corporation's initial registered agent at that address is Emanuel Mayer.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator is Maria E. Chang, 4000 International Place 100 S.E. Second Street, Miami, Florida 33131.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the Board of Directors shall be fixed by the Bylaws of the Corporation but shall not be less than one. The initial director of the Corporation shall be Emanuel Mayer whose name and address is 4590 North Michigan Ave., Miami Beach, Florida, 33140.

ARTICLE VIII

NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IX

CORPORATE EXISTENCE

The duration of this Corporation is to be perpetual.

ARTICLE X

INDEMNIFICATION

This Corporation shall indemnify and may insure any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation to the fullest extent permitted by law currently in effect or hereinafter enacted.

ARTICLE XI

AMENDMENT

These Articles of Incorporation or any amendment thereto may be amended in the a manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of June, 1996.



Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named Registered Agent of Mayer Development Group, Inc. and to accept service of process for Mayer Development Group, Inc. at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent this 25th day of June, 1996.


Emanuel Mayer

1113056.1

FILED
96 JUN 27 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA