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ACCOUNT NO. : 072100000032

REFERENCE : 063384 81686A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 23, 1996

ORDER TIME : 9:37 AM

ORDER NO. : 063384

CUSTOMER NO: 81686A

CUSTOMER: Mercedes Padin, Esq
KEITH MACK LEWIS COHEN &
LUMPKIN, P.A.
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

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DOMESTIC FILING

NAME: M-411 HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 23 PM 2:03

RECORDED
96 AUG 23 PM 10:54
DIVISION OF CORPORATIONS
8/23/96

EFFECTIVE
12 8/22/96

ARTICLES OF INCORPORATION
OF
M-411 HOLDINGS, INC.

FILED
SECRETARY OF STATE
CORPORATIONS
96 AUG 23 PM 2:00

The undersigned incorporator hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is: **M-411 HOLDINGS, INC.**

ARTICLE II

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE III

A. This Corporation is to exist perpetually and the corporate existence of this Corporation shall commence August 22, 1996.

ARTICLE IV

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

Key Corporate Services, Inc.

Address of Registered Office

200 South Biscayne Blvd., 20th Floor
Miami, Florida 33131

ARTICLE V

The name and post office address of each incorporator to these Articles of Incorporation shall be:

Name

Address

Edgar Lewis

200 South Biscayne Blvd., 20th Floor
Miami, Florida 33131

ARTICLE VI

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

ARTICLE VII

The Corporation shall have one (1) director initially. Thereafter the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one (1) director, nor more than three (3) directors. The initial directors of the Corporation shall be Michael L. Cain and Frank Parrish, Jr. The By-Laws of this Corporation may provide that the directors be divided into two or more classes, whose term of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one-fourth (1/4) in number of the directors shall be elected annually.

ARTICLE VIII

The principal office and the mailing address of the Corporation shall be as follows:

Principal Office

1570 Madruga Avenue, Suite 405
Coral Gables, Florida 33146

Mailing Address

1570 Madruga Avenue, Suite 405
Coral Gables, Florida 33146

ARTICLE IX

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

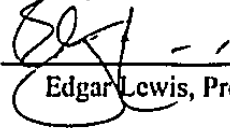
IN WITNESS WHEREOF, the Incorporator has hereunto executed these Articles of Incorporation this 22nd day of August, 1996 at Miami, Florida.



Edgar Lewis

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

KEY CORPORATE SERVICES, INC., a
Florida corporation

By: 

Edgar Lewis, President

8/22/96

Date