

08/30/96 19 35 GEOFFREY M. WAYNE, P.A. 1992 08 31 1993 P000 012

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: GEOFFREY M. WAYNE, P.A.
DEPARTMENT OF STATE 1001 S BAYSHORE DR
STATE OF FLORIDA SUITE 2702
409 EAST GAINES STREET MIAMI FL 33131-4900-0280
TALLAHASSEE, FL 32399 CONTACT: ELIZABETH GUERRA-SUAREZ
FAX: (904) 922-4000 PHONE: (305) 381-8108
FAX: (305) 381-8109
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MECKE CORP.
FAX AUDIT NUMBER: H96000012009
DATE REQUESTED: 08/27/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 6
ESTIMATED CHARGE: \$70.00
CURRENT STATUS: REQUESTED
TIME REQUESTED: 16:54:04
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER:

076770003401
Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
((H96000012009))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

FILED
96 AUG 30 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/30

RECEIVED
96 AUG 30 PM 3:43
DIVISION OF CORPORATIONS

H96000012009

**ARTICLES OF INCORPORATION
OF
Mecke Corp.**

FILED
96 AUG 30 PM 3:45
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **Mecke Corp.**. The principal place of business of this corporation shall be 848 Brickell Avenue, Suite 600, Miami, Florida 33131.

ARTICLE II.

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares</u>	<u>Par Value</u>	<u>Class of Stock</u>
500	\$1.00	Common

H96000012009

Geoffrey M. Wayne, P.A.
1001 S. Bayshore Drive, Suite 2702
Miami FL 33131-4900
(TEL)305.381.8108
(FAX)305.381.8109
FL Bar No.: 329444

H08000012000

All of said stock shall be payable in cash, real or personal property, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be c/o GEOFFREY M. WAYNE, P.A., Brickell Bay Office Tower, Suite 2702, 1001 South Bayshore Drive, Miami, Florida 33131-4900, and the name of the initial registered agent of the corporation at that address is Geoffrey M. Wayne.

ARTICLE VI. DIRECTORS

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Ramon Barrios
848 Brickell Avenue
Suite 600
Miami Florida 33131

H96000012009

H96000012009

ARTICLE VII. INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

Geoffrey M. Wayne, Esq.
Brickell Bay Office Tower, Suite 2702
1001 South Bayshore Drive
Miami, Florida 33131-4900

ARTICLE VIII.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporate capacity.

ARTICLE X. PREEMPTIVE RIGHTS

Each Shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in the corporation that may from time to time be issued (whether or not presently authorized) in the ratio that the number of shares it holds at time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares or other securities preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of the shares and inviting it to exercise its preemptive rights.

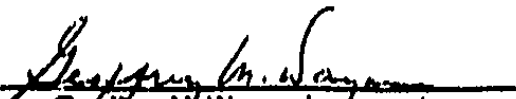
H96000012009

H98000012009

This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty (30) days of receipt of the notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 29th day of August, 1996.

By:


Geoffrey M. Wayne, Incorporator

H98000012009

H96000012009

ACCEPTANCE OF REGISTERED AGENT

Having been appointed the registered agent of Mecke Corp., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Sections 607.0501 and 607.0502 on the undersigned as registered agent.

Executed this 29th day of August, 1996.

By: Geoffrey M. Wayne
Geoffrey M. Wayne, Registered Agent

(Noted) Parties of incorporation of mecke corp

FILED
96 AUG 30 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000012009