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LAW OFFICES

**BUCHBINDER & ELEGANT**

PROFESSIONAL ASSOCIATION

BANK ATLANTIC BUILDING - FOURTH FLOOR

40 SOUTHWEST FIRST STREET

MIAMI, FLORIDA 33130-1610

HARRIS J. BUCHBINDER  
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96 SEP 23 PM 2:15  
FILED  
TALLAHASSEE, FLORIDA

September 20, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

800001954198  
-09/24/96--01034--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Mark Sell Communications, Inc.

Gentlemen:

Enclosed are the following with respect to the above:

1. Articles of Incorporation, executed in duplicate, of the above named corporation;
2. Certificate Designating Registered Agent, etc., in accordance with Section 48.091, Florida Statutes, executed in duplicate; and
3. This firm's Check No. 10833 payable to your order, in the sum of \$122.50 representing filing fees; resident agent fee, and the charge for a certified copy of the Articles of Incorporation.

Thank you for your usual prompt cooperation.

Very truly yours,

  
Ira M. Elegant

IME:pb  
Enclosures

F. CHEN  
SEP 24 1996

**ARTICLES OF INCORPORATION**  
**OF**  
**MARK BELL COMMUNICATIONS, INC.**

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:

**MARK BELL COMMUNICATIONS, INC.**

The address of the initial principal office of this corporation shall be:

**1110 Brickell Avenue, Suite 430  
Miami, Florida 33131-3139**

**ARTICLE II. NATURE OF BUSINESS**

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

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock.

**ARTICLE IV. REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be:

**46 Southwest First Street  
Suite 400  
Miami, Florida 33130**

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and the name of the initial registered agent of the corporation at that address is:

**BUCHBINDER & ELEGANT, P.A.**

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually. Corporate existence shall begin as of the date of the signing of these Articles of Incorporation.

**ARTICLE VI. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have at least one Director. The names and addresses of the initial members of the Board of Directors are:

<b>Mark W. Sell</b>	<b>1110 Brickell Avenue, Suite 430</b>
	<b>Miami, Florida 33131-3139</b>

**ARTICLE VII. OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<b>Mark W. Sell</b>	<b>1110 Brickell Avenue, Suite 430</b>
<b>President, Secretary,</b>	<b>Miami, Florida 33131-3139</b>
<b>Treasurer</b>	

**ARTICLE VIII. INCORPORATOR**

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

<b>Buchbinder &amp; Elegant, P.A.</b>	<b>46 Southwest First Street</b>
	<b>Suite 400</b>
	<b>Miami Beach, Florida 33130</b>

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 20 day of September, 1996.

BUCHBINDER & ELEGANT, P.A.

By: Ira M. Elegant  
Ira M. Elegant, Vice President

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

BUCHBINDER & ELEGANT, P.A., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing articles is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BUCHBINDER & ELEGANT, P.A.

By: Ira M. Elegant  
Ira M. Elegant, Vice President

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