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JORGE ISAIAS DIAZ
3029 S.W. 21 STREET
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FILED
96 SEP 26 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 25, 1996

VIA FEDERAL EXPRESS

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Florida Office of Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Mobile Tranquility, Inc. (the "Corporation")**

To whom it may concern:

Enclosed please find original executed Articles of Incorporation for the Corporation. Also enclosed please find Adorno & Zeder, P.A. Check No. 050774 in the amount of \$122.50 representing the required filing fee. Please file same with your office and provide the undersigned with evidence of filing.

Should you have any questions, please contact me at (305) 860-7086.

Thank you for your anticipated cooperation in this matter.

Very truly yours,


Jorge I. Diaz

/jd

PH
9/27/96

**ARTICLES OF INCORPORATION
OF
MOBILE TRANQUILITY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Mobile Tranquility, Inc. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

Jorge Isaias Diaz
3029 S.W. 21 Street
Miami, Florida 33145
(305) 860-7088

ARTICLE IV

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be:

Gilbert A. Contreras, Esq.
Adorno & Zeder, P.A.
2665 South Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VI

This Corporation shall have two directors initially. The names and addresses of the initial directors of the Corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Jorge Isaias Diaz
3029 Southwest 21 Street
Miami, Florida 33145

Stewart Ciolo
9272 Harding Avenue
Surfside, Florida 33154

The number of directors may be increased or decreased from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the Incorporator of the Corporation is:

Jorge Isaias Diaz
3029 S.W. 21 Street
Miami, Florida 33145

ARTICLE VIII

The principal business and mailing address of the Corporation shall be:

3029 Southwest 21st Street
Miami, Florida 33145

Executed at Miami, Florida this 25th day of September, 1996.



Jorge Isaias Diaz, Incorporator

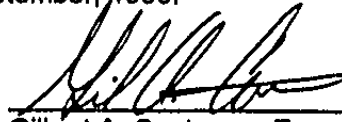
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ACCEPTANCE BY REGISTERED AGENT 96 SEP 26 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been appointed the Registered Agent of Mobile Tranquility, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 25th day of September, 1996.



Gilbert A. Contreras, Esq., Registered Agent