

RALPH E. FERNANDEZ, P.A.
ATTORNEY AND COUNSELOR AT LAW

TRIAL PRACTICE
PERSONAL INJURY AND
CRIMINAL DEFENSE

102 SOUTH MOODY AVENUE
TAMPA, FLORIDA 33609
(813) 251-5901
X (813) 254-7532

P96000095089

November 8, 1996

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

000002007430--8
-11/19/96--01020--010
*****70.00 *****70.00

Re: Muller Group International, Inc.

Dear Sir/Madam:

Enclosed are the following instruments and documents in connection with the filing of the above-named corporation.

1. Original and one copy of the Article of Incorporation.
2. Check in the amount of \$70.00 for filing fees and designation.

Please issue the Certificate of Incorporation to the new corporation and send me a conformed copy of the enclosed Articles along with it.

If there are any additional requirements, please do not hesitate to contact our office. Thank you for your courtesy and attention.

Sincerely,

RALPH E. FERNANDEZ

REF/ir

Enclosures/Check

gfp/12/96

FILED
STATE
1965

ARTICLES OF INCORPORATION
OF
MULLER GROUP INTERNATIONAL, INC.

ARTICLE I. CORPORATE NAME

The name of the Corporation is MULLER GROUP INTERNATIONAL, INC.

ARTICLE II. DURATION

The Corporation shall have perpetual existence.

ARTICLE III. PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 3317 Leroy Street, Tampa, Florida 33607.

ARTICLE IV. CAPITAL STOCK

The total number of shares which the Corporation shall have authority to issue is Five Hundred (500) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V. CORPORATE PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act.

In general, the Corporation may possess and exercise all the powers and privileges granted by the Florida General Corporation Act or by any other law of Florida or by these articles of incorporation, together with any other law of Florida or by these articles of incorporation, together with any other powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is ELIO E. MULLER, JR., 3317 Leroy Street, Tampa, Florida 33607.

ARTICLE VII. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is ELIO E. MULLER, JR., 3317 Leroy Street, Tampa, Florida 33607.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director of the Corporation is:

ELIO E. MULLER, JR.
3317 Leroy Street
Tampa, Florida 33607

ARTICLE IX. BYLAWS

The power to adopt, alter, and amend or repeal Bylaws shall be vested in the Board of Directors and shareholders.

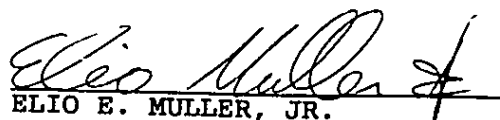
ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of November, 1996.


ELIO E. MULLER, JR.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SUBSCRIBED AND SWORN to (or affirmed) before me this 8th
day of November, 19 96, by ELIO E. MULLER, JR., who is
personally known to me or has produced _____
as identification.

Irene Roto

NOTARY PUBLIC-SIGNATURE

Irene Roto

NAME-TYPED, PRINTED OR STAMPED

CC 268023

COMMISSION NUMBER

2/25/97

EXPIRATION DATE

OFFICIAL NOTARY SEAL
IRENE ROTOLO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC268023
MY COMMISSION EXP. FEB. 25, 1997

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

That MULLER GROUP INTERNATIONAL, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 3317 Leroy Street, Tampa, Florida 33607, has named ELIO E. MULLER, JR., at 3317 Leroy Street, Tampa, Florida 33607, as its agent to accept service of process within Florida.

Dated: November

Elio Muller Jr
ELIO E. MULLER, JR., INCORPORATOR

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Elio Muller Jr
ELIO E. MULLER, JR.,
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SUBSCRIBED AND SWORN to (or affirmed) before me this 8th day of November, 19 96, by ELIO E. MULLER, JR., who is personally known to me or has produced _____ as identification.

Irene Roto
NOTARY PUBLIC-SIGNATURE

Irene Roto
NAME-TYPED, PRINTED OR STAMPED

CC 268023
COMMISSION NUMBER

2/25/97
EXPIRATION DATE

OFFICIAL NOTARY SEAL
IRENEROTOLO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC268023
MY COMMISSION EXP. FEB. 25, 1997