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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

CONTACT: TERESA ROMAN PHONE: (904)385-6735

ACCT#: 072720000101

FAX #:

NAME: MASZAROS CORPORATION AUDIT NUMBER.....H96000016769 DOC
TYPE.....FLORIDA PROTECT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 3 CERT. COP0 DEL.METHOD.. FAX/MAIL
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**ARTICLES OF INCORPORATION
OF
MESZAROS CORPORATION**

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"); the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter the "Corporation") is MESZAROS CORPORATION.

ARTICLE II

ADDRESS

The street address and the mailing address of the Corporation is 1228 West Road # 1205, Miami Beach, Florida 33139.

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of this Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 100 shares of common stock having par value of \$.01 per share.

PREPARED BY:
MARTA M. PEREZ-PENDAS, ESQ.
CONCEPCION, SEXTON & URDANETA
999 PONCE DE LEON BLVD. SUITE 1015
CORAL GABLES, FLORIDA 33134
305-444-6669
FLA. BAR #0836028

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ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's registered office shall be 999 Ponce De Leon Blvd., Suite 1015, Coral Gables, Florida, 33139, and the registered agent for the Corporation at that address shall be Maria M. Perez-Pendas.

ARTICLE VII

INCORPORATOR

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

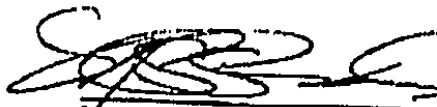
Name

Address

Maria M. Perez-Pendas

c/o Concepcion, Sexton & Urdaneta
999 Ponce De Leon Boulevard, Suite 1015
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporator this 21st day of November, 1996.



Maria M. Perez-Pendas
Incorporator

Document Prepared By:

Maria M. Perez-Pendas, Esq.
Concepcion, Sexton & Urdaneta
999 Ponce De Leon Blvd., Suite 1015
Coral Gables, Florida 33134
Telephone: (305) 444-6669
Facsimile: (305) 448-5366
Florida Bar Number: 0836028

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Certificate Designating Registered Agent and
Registered Office for Service of Process
of
MESZAROS CORPORATION

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That Meszaros Corporation, desiring to organize or qualify under the laws of the State of Florida, has named Marta Perez-Pendas, a natural person, whose address is 999 Ponce De Leon Blvd. Suite 1015, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

Dated: November 21, 1996



Marta M. Perez-Pendas
Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: November 21, 1996



Marta M. Perez-Pendas

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