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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MIACAN, INC.

AUDIT NUMBER.....H96000017095

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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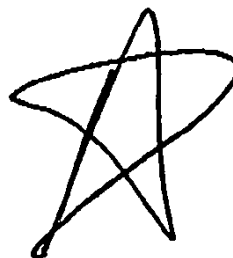
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PH 12/6/96

④

ARTICLES OF INCORPORATION**OF****H96 000017095****MIACAN, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MIACAN, INC.**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

**201 MADEIRA AVENUE
CORAL GABLES, FLORIDA 33134****ARTICLE III CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 (One Thousand) of \$1.00 Par Value**ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

**Teresita Shelton
201 Madeira Avenue
Coral Gables, Florida 33134**

**Marcos A. Guerra, CPA
3663 SW 6 ST. # 210
Miami, FL 33135
(305) 447.1426**

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H96000017095
H96000017095**ARTICLE V INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Teresita Shelton - President/Secretary/Director

The undersigned has(have) executed these Articles of Incorporation this

5th day of December, 19 96.



Signature/Title
Teresita Shelton, Director, Pres. & Sec.t.

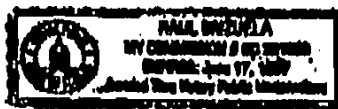
Signature/Title

Signature/Title

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED AND SWORN TO BEFORE ME THIS 5th DAY OF December, 1996 BY Teresita Shelton

personally known to me OF MIACAN, INC.



NOTARY PUBLIC



My Commission Expires:

H96000017095

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

H96000017095

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: MIACAN, INC.

2. The name and address of the registered agent and office is:

Teresita Shelton
(NAME)

201 Madeira Avenue
(P.O. BOX NOT ACCEPTABLE)

Coral Gables, Florida 33134
(CITY/STATE/ZIP)

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SIGNATURE *T. Shelton*
(Corporate officer) Teresita Shelton

TITLE President

DATE 12-5-96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *T. Shelton*
Teresita Shelton

DATE 12-5-96

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