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ELLIOTT J. GELFAND, C.P.A., P.A.

CERTIFIED PUBLIC ACCOUNTANT

9400 SOUTH DADELAND BOULEVARD • SUITE 100 • MIAMI, FLORIDA 33156 • (305) 670-0414

December 4, 1996

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

Re: Incorporation
MAC WORLDWIDE, INC.

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-12/05/96-01049-006
****122.50 ****122.50

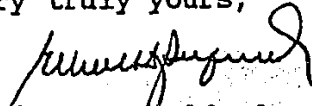
Dear Sir or Madam:

Please forward the approved articles of incorporation to me at the following address via prepaid Federal Express.

MAC WORLDWIDE, INC.
c/o Elliott J. Gelfand, C.P.A., P.A.
9400 S. Dadeland Boulevard
Suite # 100
Miami, Florida 33156

Thank you in advance for your considered cooperation.

Very truly yours,


Elliott J. Gelfand, C.P.A.
of ELLIOTT J. GELFAND, C.P.A., P.A.
Certified Public Accountant

EJG:ddv
Enclosure

FILED
96 DEC -5 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
12/6/96

ARTICLES OF INCORPORATION
OF
MAC WORLDWIDE, INC.

FILED
96 DEC -5 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is MAC WORLDWIDE, INC. The principal place of business of the corporation shall be 9400 South Dadeland Boulevard, Suite 100, Miami, Florida 33156.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the state of Florida.

To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

To carry on any other lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers herein named or enhancement of the value of the property of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 100,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 9400 S. Dadeland Boulevard, Suite #100, Miami, Florida 33156 the name of the initial registered agent of this Corporation at that address is Elliott J. Gelfand.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of directors may either increase or diminish from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation are:

Karen A. Dias
9400 South Dadeland Boulevard
Suite 100
Miami, Florida 33156

ARTICLE VII

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE IX

POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of the shares of any other class.

ARTICLE XI

INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, officers, employees or Agents or former Directors, officers, employees or Agents or any persons who may have served at its request as a Director, officer, employee or Agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgements, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, officer, employee or Agent as herein provided. This foregoing right of indemnification shall not be exclusive of any other rights to which any Directors, officers, employees or Agents may be entitled as a matter of law or which he

may be lawfully granted.

ARTICLE XII

INCORPORATOR

The name and address of the person signing these Articles is:

Elliott J. Gelfand
9400 S. Dadeland Boulevard
Suite #100
Miami, Florida 33156

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation.

Dated: 12/4/96

Elliott J. Gelfand

ACKNOWLEDGEMENT

STATE OF FLORIDA)
 SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Elliott J. Gelfand, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4th day of December A.D., 1996.

Marie B. Sanchez
Notary Public
State of Florida at Large

My commission expires:
MARIAB SANCHEZ
Notary Public, State of Florida
My Comm expires Mar 1 1997
No CC262353

FILED

96 DEC -5 AM 8:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

MAC WORLDWIDE, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Elliott J. Gelfand, 9400 South Dadeland Boulevard, Suite #100, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

