

12/20/96

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NAME: MACPAWN, INC.

AUDIT NUMBER.....H96000017845

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 DEC 20 11:10:53
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TALLAHASSEE, FLORIDA

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FAX AUDIT NO.: H96000017845

Articles of Incorporation
Of
MacPawm, Inc.

96 DEC 20 AM 11:23
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The undersigned, acting as incorporator of MacPawm, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is MacPawm, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

THIS INSTRUMENT WAS PREPARED BY:

Ronald Albert, Jr., Esq.
Fla. Bar No.: 0773999
Holland & Knight
701 Brickell Ave., Suite 3000
Miami, Florida 33131
tel: (305) 374-8500
fax: (305) 789-7799

FAX AUDIT NO.: H96000017845

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ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000,000 shares of common stock having a par value of \$.01 per share.

No shareholder of the corporation shall have any preemptive or other right to acquire additional shares (whether unissued or treasury) of the corporation, whether now or hereafter authorized, or any securities convertible into, exchangeable for or carrying any right to acquire any shares of any class of the corporation, except for such right as may be explicitly provided by contract.

No shareholder have the right to cumulate votes at any election for directors of the corporation of for any other purpose.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131, and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is Ronald Albert, Jr., 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

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ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 19th day of December, 1996.

Ronald Albert, Jr.
Ronald Albert, Jr., Incorporator

MIA3-455740

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

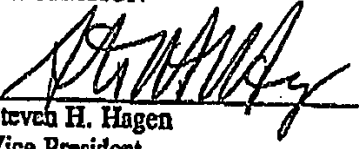
That MacPaw, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, Florida has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accept, the obligations of that position.

Dated this 19th day of December, 1996.

**INTRASTATE REGISTERED AGENT
CORPORATION**

By: 
Steven H. Hagen
Vice President

MIA3-455740

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