



INTERNATIONAL SERVICES LIMITED

201 E. Pine Street, Suite 500, Orlando, Florida 32801 USA
(407) 843-3331 FAX: (407) 841-8007

P96000104216

December 19, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-12/29/96--01044--009
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RE: MAAT, INC.

Ladies and Gentlemen:

Please find enclosed for filing duplicate executed Articles of Incorporation for the above-referenced corporation. Please return a certified copy of the Articles to me at the address above.

Also enclosed is a check in the amount of \$122.50 for payment of the following fees and taxes:

Filing Fee for Articles	\$ 35.00
Designation of and Acceptance by registered agent	\$ 35.00
Fee for Certified Copy	<u>\$ 52.50</u>
Total	\$122.50

Thank you for your prompt attention to this matter.

Very truly yours,

Thomas S. Spencer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MAAT, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract under the laws of the State of Florida, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be MAAT, INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

A. The nature of the business to be conducted or promoted and the purposes of the corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Florida.

B. In furtherance of its corporate purposes, the corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the General Corporation Act of Florida.

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a nominal or par value of One Cent (\$.01) per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash, or the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, this corporation shall have the right to increase its capital stock in the event of such nominal or par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE IV - TERM OF EXISTENCE

The existence of this corporation shall commence on date of filing and shall continue perpetually.

ARTICLE V - INITIAL PRINCIPAL AND REGISTERED OFFICE AND AGENT

The street address of the initial principal office and registered office of this corporation is 201 East Pine Street, Suite 500, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Thomas S. Spencer.

ARTICLE VI - BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be one.
- B. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than the minimum number required by the laws of Florida.
- C. The name and street address of the initial member of the Board of Directors, to hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified is:

<u>Name</u>	<u>Street Address</u>
Margaret J. Spencer	201 E. Pine Street, Suite 500 Orlando, Florida 32801

D. Any Director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the Stockholders.

E. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Stockholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

F. The initial number of the Board of Directors of this corporation hereinabove named shall hold the Organizational Meeting of this corporation, and is hereby authorized to do and perform all acts and things necessary for and incident to the organization of this corporation.

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Street Address</u>
Thomas S. Spencer	201 East Pine Street Suite 500 Orlando, FL 32801

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19 day of December, 1996.

Signed, sealed and delivered
in the presence of:

Donna Tucker

Thomas S. Spencer
Thomas S. Spencer, Incorporator

Nicole S. Ramsey

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared THOMAS S. SPENCER who is personally known to me and known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein and who did take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 19 day of December, 1996.

(Notarial Seal)



BARBARA A. KERCHNER
My Commission CC342087
Expires Jan. 08, 1998
Bonded by HAI
800-422-1555

Barbara A. Kerchner
(Signature)
Print Name: Barbara A. Kerchner
Notary Public

My Commission Expires: Jan 08, 1998

ACCEPTANCE OF REGISTERED
AGENT:

The undersigned hereby accepts appointment as the Registered Agent of MAAT, INC.

Thomas S. Spencer
Thomas S. Spencer

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TALLAHASSEE, FLORIDA