

P97000002405



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 215611 4322022

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 122.50

ORDER DATE : January 8, 1997

ORDER TIME : 10:03 AM

ORDER NO. : 215611-005

300002052628--9

CUSTOMER NO: 4322022

CUSTOMER: Lorraine Boss, Esq
SILVERMAN & WEINRAUB

50 East 42nd Street
Suite 1500
New York, NY 10017

DOMESTIC FILING

NAME: MARSAN INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

Pmc 1-9-97

FILED
97 JAN -9 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MARSAN INC.

FILED

97 JAN -9 PM 4: 18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is MARSAN INC.

SECOND: The street and mailing address, wherever located, of the principal office of the corporation is 3600 Mystic Pointe Drive, #406, Miami, Florida 33180.

THIRD: The number of shares that the corporation is authorized to issue is 100, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 3600 Mystic Pointe Drive, #406, Miami, Florida 33180.

The name of the initial registered agent of the corporation at the said registered office is Sanford M. Lord.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Sanford M. Lord	3600 Mystic Pointe Drive #406 Miami, Florida 33180

SIXTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To perform any consulting, bookkeeping or accounting services; to act as a broker; to buy and sell any product; to have all of the general powers

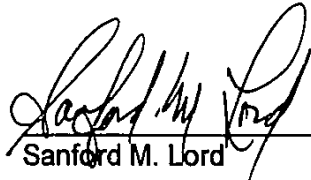
granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law; and to do anything necessary or incidental to accomplish the aforementioned.

SEVENTH: The duration of the corporation shall be perpetual.

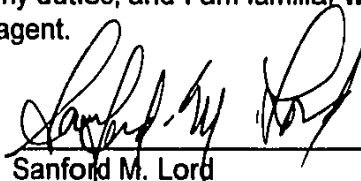
EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: The corporate existence of the corporation shall be effective upon filing.

Signed on January 6, 1997


Sanford M. Lord

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.


Sanford M. Lord

Date: January 6, 1997