

JAN-16-1997

13:44

EMPIRE CORPORATE KIT

P.7

P97000004898

S

12:59 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000000955 9))

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: MIS HOLDINGS, INC.

AUDIT NUMBER.....H97000000955

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:13:16

RECEIVED
JAN 16 2 16 PM '97
TALLAHASSEE, FLORIDA

FILED
97 JAN 16 PM 2:56
TALLAHASSEE, FLORIDA

me 1/17/97

H97000000955

ARTICLES OF INCORPORATION
OF
MIS HOLDINGS, INC.

⑥

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

ARTICLE I

Name of Corporation

The name of this corporation is MIS Holdings, Inc.

ARTICLE II

Corporate Existence

The corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

ARTICLE IV

Principal Place of Business

The address of the principal place of business of this corporation is 3030 South Miami Avenue, Miami, Florida 33129.

Prepared By:
Irma T. Solares, Esq.
Jordan Burt Berenson
& Johnson LLP
P/O: (305) 347-8843
Florida Bar No. 787073

H97000000955

FILED
97 JAN 16 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97 000000955

ARTICLE V**Registered Office**

The address of the initial registered office of the corporation is 3030 South Miami Avenue, Miami, Florida 33129. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI**Registered Agent**

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.081, Florida Statutes, shall be Irma T. Solares.

ARTICLE VII**Directors**

This corporation shall have not less than one (1) director. The names and addresses of the initial directors of this corporation are:

Mario J. Solares
3030 South Miami Avenue
Miami, Florida 33129

Irma T. Solares
3030 South Miami Avenue
Miami, Florida 33129

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

ARTICLE VIII**Capital Stock**

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock at

H97 000000955

\$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Irma T. Solares, Esq.
Jordan Burt Berenson & Johnson LLP
777 Brickell Avenue, Suite 500
Miami, Florida 33131

ARTICLE X

Directors' Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any other subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

H97 00 0000955

H97000000955

ARTICLE XI

Amendment

These Articles of Incorporation may be amended, changed, altered, or repealed only by a majority vote of the outstanding common shares.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of January, 1997.

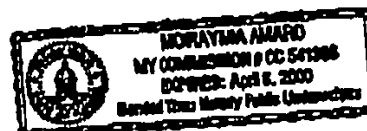
Irma T. Solares
IRMA T. SOLARES

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 16th day of January, 1997 by IRMA T. SOLARES, who is personally known to me and who did not take an oath.

Morayma Amaro
Morayma Amaro
Notary Public, State of Florida

My Commission Expires:



H97000000955

H97000000955

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

In compliance with Section 607.0501, Florida Statutes, the following is submitted
that

MIS Holdings, Inc., desiring to organize or qualify under the laws of the State of Florida,
has named IRMA T. SOLARES, whose address is 3030 South Miami Avenue, Miami,
Florida 33129, as its agent to accept service of process within Florida.

Irma T. Solares
IRMA T. SOLARES, Incorporator

Dated: January 16, 1997

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

Irma T. Solares
IRMA T. SOLARES, Registered Agent

Dated: January 16, 1997

Doc.7774

5

H97000000955

FILED
97 JAN 16 PM 2:54
SECRET
TALLAHASSEE, FLORIDA