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ACCOUNT NO. : 072100000032

REFERENCE : 294653 7122013

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 14, 1997

ORDER TIME : 2:15 PM

ORDER NO. : 294653-005

CUSTOMER NO: 7122013

CUSTOMER: Terrance J. Mullin, Esq.
TERRANCE J. MULLIN, P.A.

Penthouse 2
2655 Lejeune Road
Coral Gables, FL 33134

DOMESTIC FILING

NAME: M & Z SERVICE, 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: Tonya C. Holliday

EXAMINER'S INITIALS: _____

FILED
97 MAR 14 AM 8:58
TALLAHASSEE, FLORIDA

DMC
3-17-97

57
MAR 17 3:23

ARTICLES OF INCORPORATION
OF
M & Z SERVICE, INC.

FILED

97 MAR 14 AM 8:58

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

ARTICLE I

NAME

The name of the corporation is M & Z SERVICE, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be upon the date of filing of these Articles with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to issue and have outstanding is 10,000 shares of common stock with a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is Terrance J. Mullin, Esq.

ARTICLE VI

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 4995 N.W. 72nd Avenue, Suite 210, Miami, Florida 33166.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The names and street address of the initial directors are as follows:

| | |
|------------------|--|
| Francisco Mestre | 4995 N.W. 72 nd Avenue Suite 210 Miami, Florida 33166 |
|------------------|--|

| | |
|--------------------|--|
| Giorgio Zanichelli | 4995 N.W. 72 nd Avenue Suite 210 Miami, Florida 33166 |
|--------------------|--|

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: Terrance J. Mullin, Esq., 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134.

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the

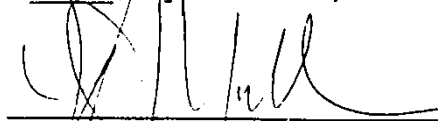
corporation, or any former officer, director, employee or agent of the corporation, or any person who, at the request of the corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of March, 1997.

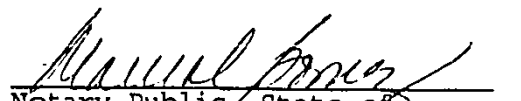


TERRANCE J. MULLIN,
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

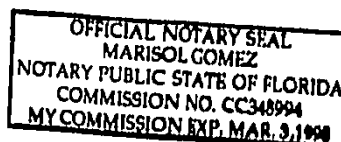
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared TERRANCE J. MULLIN known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13th day of March, 1997.



Notary Public, State of
Florida
Print Name: MARISOL GOMEZ
Commission No: _____

My commission expires:



CERTIFICATE OF REGISTERED AGENT OF

M & Z SERVICE, INC.

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SEAL
TALLER
FLORIDA

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted in compliance therewith:

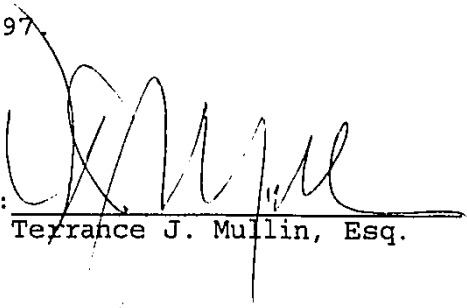
That M & Z SERVICE, INC., desiring to organize under the laws of the State of Florida with its principal office in Miami, Florida, has named Terrance J. Mullin, Esq., 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134, Coral Gables, Florida 33134, County of Dade, agent to accept service of process within the State.

A C K N O W L E D G M E N T

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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.

Dated this 13th day of March, 1997.

By:


Terrance J. Mullin, Esq.