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ROSENTHAL ROSENTHAL RASCO

STOK DENBERG & WOLF

Michael B. Denberg
Keith R. Gaudio
Adam D. Kaplan
Daniel Kaplan
Eduardo I. Rasco
Alan S. Rosenthal
Kerry E. Rosenthal
Robert A. Stok
Jorge Luis Wolf

March 21, 1997

Aventura Office
Turnberry Plaza, Suite 500
2875 Northeast 191st Street
Aventura, Florida 33180
Telephone (305) 937-0300
Facsimile (305) 937-1311

North Miami Beach Office
1031 North Miami Beach Boulevard
North Miami Beach, Florida 33162
Telephone (305) 944-1411
Facsimile (305) 944-1415

Of Counsel
Jerome S. Hollo

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

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-03/26/97--01033--008
*****70.00 *****70.00

RE: Articles of Incorporation of MAC Enterprise, Inc.

Dear Sir/Madam:

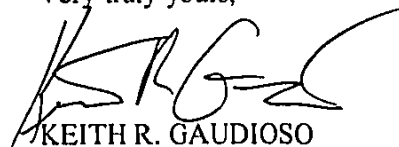
Enclosed herewith for filing, please find original and one copy of Articles of Incorporation for the above-named corporation, together with our firm check in the amount of \$70.00 representing the following:

Filing fee	\$35.00
Registered Agent filing fee	<u>\$35.00</u>
Total	\$70.00

A copy of the articles is enclosed for purposes of your returning a conformed copy of same after filing.

Thank you for your attention to this matter.

Very truly yours,


KEITH R. GAUDIOSO

FILED
97 APR -3 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~4/17 7307~~
KRG/pab

Enclosure
DMD
3/28/97

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April 1, 1997

Doris McDuffie
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: MAC ENTERPRISES OF MIAMI, INC.
Letter Number 697A00015893

Dear Ms. McDuffie:

Pursuant to your letter dated March 28, 1997, enclosed herein you will find Articles of Incorporation for MAC ENTERPRISES OF MIAMI, INC. for filing, together with a stamped envelope for your convenience.

If you have any questions regarding the foregoing, please do not hesitate to contact me. Thank you for your time and consideration in this matter.

ROSENTHAL ROSENTHAL RASCO
STOK DENBERG & WOLF

By: 

ADAM D. KAPLAN

For the Firm

ADK/cc
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1997

KEITH R. GAUDIOSO, ESQ.
ROSENTHAL, ROSENTHAL
2875 NE 191ST STREET SUITE 500
AVENTURA, FL 33180

SUBJECT: MAC ENTERPRISE, INC.
Ref. Number: W97000007307

We have received your document for MAC ENTERPRISE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 697A00015893

RECEIVED
RECEIVED

ARTICLES OF INCORPORATION
OF
MAC ENTERPRISES OF MIAMI, INC.

FILED
97 APR -3 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE:

The name of this corporation is: **MAC ENTERPRISES OF MIAMI, INC.**

ARTICLE TWO:

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE THREE:

The aggregate number of shares which this corporation shall have authority to issue is ONE HUNDRED (100) shares of common stock, ONE (\$1.00) DOLLAR par value, shall be designated as "Common Shares".

ARTICLE FOUR:

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE FIVE:

The street address of the initial principal office of this corporation is:

17640 NW 77th Court, Miami, Florida 33015

and the name and address of the Registered Agent of this corporation is:

Adam D. Kaplan, Esq.
Rosenthal Rosenthal Rasco Stok Denberg & Wolf
2875 NE 191 Street, Suite 500
Aventura, FL 33180

ARTICLE SIX:

This corporation shall have one (2) directors to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Melanie Delvecchio
17640 NW 77th Court
Miami, FL 33015

Carl Holley
17640 NW 77th Court
Miami, FL 33015

ARTICLE SEVEN:

The name and address of the incorporator of this corporation, who is the person signing these Articles is:

Adam D. Kaplan, Esq.
Rosenthal Rosenthal Rasco Stok Denberg & Wolf
2875 NE 191 Street, Suite 500
Aventura, FL 33180

ARTICLE EIGHT:

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

NOW THEREFORE, the undersigned incorporator has executed these Articles of Incorporation this 20 day of , March, 1997.


ADAM D. KAPLAN

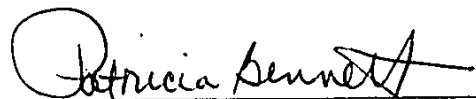
STATE OF FLORIDA)

ss

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared ADAM D. KAPLAN, to me well known to be the person described as the incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this 20th day of March, 1997.


PATRICIA BENNETT

My commission expires:



PATRICIA BENNETT Public - State of Florida
COMMISSION # CC 518543
EXPIRES DEC 17, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

ROSENTHAL ROSENTHAL RASCO STOK DENBERG & WOLF
Turnberry Plaza, Suite 500, 2875 Northeast 191st Street, Aventura, Florida 33180
Telephone (305) 937-0300 • Facsimile (305) 937-1311

FILED

97 APR -3 AM 10:33

ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, ADAM D. KAPLAN, the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of , do hereby accept such designation and agree to comply with the Laws of the State of Florida relative thereto.


ADAM D. KAPLAN
Registered Agent