

M C T INTERNATIONAL, CORP.

2980 Coconut Avenue
Miami, Florida 33133

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 AM 11:46

D97000031589

April 3, 1997

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301

Attn.: New Filing Section

300002135513--3
-04/07/97--01139--001
****122.50 ****122.50

Dear Sirs:

Please find enclosed herewith an original and one copy of the Articles of Incorporation of

M C T INTERNATIONAL, CORP.

and a check for \$ 122.50 in favour of the Secretary of State, in order to file such document. Please provide the undersigned with one certified copy of the Articles of Incorporation and one stamped copy.

The name has not been reserved, however an inquire was made, with the result that at the time the inquire was made the name was available.

Very truly yours,

Maria C. Tola

Maria C. Tola

D. BROWN APR - 8 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 AM 11:46

ARTICLES OF INCORPORATION

OF

M C T INTERNATIONAL CORP.

The undersigned, a natural person, being of full legal age, do, under by virtue of the Florida Business Corporation Act authorizing the formation of corporations, make these Articles of Incorporation with the intention of forming a corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is:

M C T INTERNATIONAL CORP.

ARTICLE II

PRINCIPAL OFFICE

The Corporation's Principal Office in the State of Florida is at 2980 Coconut Avenue, Miami, Florida, Dade County, Postal Zip Code 33133. The Board of Directors may, from time to time, move the Principal Office to any other address in Florida.

ARTICLE III

DURATION

The Corporation is to have perpetual existence.

ARTICLE IV

PURPOSES

The nature of the business and of the purposes to be conducted and promoted by the Corporation which shall be in addition to the authority of the Corporation to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, is as follows:

To enter into any business lawful under the Laws of the State of Florida, and of the United States of America, either for its own account, or for the account of others, and to promote and exercise all or any part of the Corporation's purposes and powers in any and all parts of the world, and conduct the Corporation's business in all or any of its branches as principal, agent, broker, factor, contractor, and in any other lawful capacity, either alone, through, or in conjunction with any corporations, associations, partnerships, firms, trustees, syndicates, individuals, organizations, and other entities in any part of the world, make and perform any contracts and do any acts and thing, and carry on any business, and exercise any powers and privilege suitable, convenient, or proper for the conduct, promotion, and attainment of any of the businesses and purposes herein specified or that at any time may be incidental thereto or may appear conducive to or expedient for the accomplishment of any of such business and purpose and that might be engaged in or carried on by a corporation incorporated or organized under the laws of the State of Florida; and to the extent not prohibited by law, to enter upon and engage in any kind of business of any nature whatsoever in any other state of the United States of America, any foreign nation, and any territory or country to the extent permitted by the laws of such other state, nation, or territory.

ARTICLE V

POWERS OF THE CORPORATION

The Corporation has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs and may exercise any powers, without any limitation whatsoever, under the Florida Business Corporation Act, under which this Corporation is formed, as follows:

- (1) To sue and be sued, complain and defend in its name corporate name;
- (2) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (3) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (4) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (5) To lend money to, and use its credit to assist, its officers and employees;
- (6) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- (7) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding

stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

- (8) To lend money, invest and reinvest its funds, and receive and hold real or personal property as security for repayment;
- (9) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
- (10) To elect Directors and appoint officers, employees and agents of the corporation, and define their duties, fix their compensation, and lend them money and credit;
- (11) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (12) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (13) To transact any lawful business that will aid governmental policy;
- (14) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (15) To pay pensions and establish pension plans, pension trusts, profit-sharing

plans, share bonus plans, share options plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of its current or former directors, officers, employees, and agents of its subsidiaries;

- (16) To provide insurance for its benefit on the life of any of its directors, officers, or employed, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
- (17) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE VI

CAPITAL STOCK

The total number of shares which the Corporation has authority to issue is one hundred thousand (100,000) shares of capital stock of the par value of \$ 1.00 (one dollar) each having an aggregate par value of \$ 100,000.00 (One hundred thousand dollars).

All such shares are of one class and are shares of common stock.

ARTICLE VII

REGISTERED OFFICE

The post office address of the place at which the Registered Office of the Corporation in the State of Florida will be located is 2980 Coconut Avenue, Miami, Florida, Dade County, Postal Zip Code 33133.

ARTICLE VIII

REGISTERED AGENT

The Corporation's Registered Agent is Maria C. Tola whose post office address is 2980 Coconut Avenue, Miami, Florida, Dade County, Postal Zip Code 33133.

ARTICLE IX

DIRECTORS

The initial number of directors of the Corporation shall be one (1), and the name and address of the one who shall act as such until the first annual meeting or until his successor is duly elected and qualify is as follows:

Maria C. Tola
2980 Coconut Avenue
Miami, Florida 33133

The Directors shall be elected at the annual meeting of shareholders called for the purpose, and each Director shall hold office until the date fixed by the Articles of Incorporation and the Bylaws for the next succeeding annual meeting of shareholders and until his successor is elected, or until early resignation, removal from office or death. At any meeting of shareholders at which Directors are elected, only persons nominated as candidates shall be eligible.

The number of Directors, which shall be not less than one (1), may be fixed or changed at a meeting of the shareholders called for the purpose of electing Directors at which a quorum is present, by the affirmative vote of the holders of a majority of the shares issued and outstanding at the meeting and entitled to vote on such proposal. In case the shareholders at any meeting for the election of Directors shall fail to fix the number of Directors to be elected, the number elected shall be deemed to be the number of Directors so fixed.

However, the Bylaws of the Corporation may fix the number of directors at a number other than one (1) and may authorize the Board of Directors, by the vote of a majority of the entire Board of Directors, to increase or decrease the number of directors within a limit specified in the Bylaws, provided that in no case shall the number of directors be less than one (1), and to fill the vacancies created by such increase in the number of directors.

Unless otherwise provided by the Bylaws of the Corporation, the directors of the Corporation need not be stockholders.

ARTICLE X

INCORPORATOR

The name and address of the incorporator is as follows:

Maria C. Tola
2980 Coconut Avenue
Miami, Florida 33133

ARTICLE XI

MANAGEMENT

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for creating, defining, limiting and regulating the powers of the Corporation, the directors and the stockholders.

The Board of Directors shall have the management and control of the property, business and affairs of the Corporation, and is hereby vested with all the powers possessed by the Corporation itself so far as is not inconsistent with law or these Articles of Incorporation. In Furtherance and without limitation of the foregoing provisions, it is expressly declared that, subject to these Articles of Incorporation, the Board of Directors

shall have power:

- a. To make, alter, amend or repeal from time to time Bylaws of the Corporation except as such power may otherwise be limited in the Bylaws.
- b. To authorize the purchase of shares of the Corporation in the open market or otherwise, provided the Corporation has assets legally available for such purpose, and to pay for such shares in cash, securities or other assets then held or owned by the Corporation.
- c. To determine, as provided herein, or if provision is not made herein, in accordance with generally accepted accounting principles, what constitutes annual or other net profits; from time to time to fix and vary the amount to be reserved as working capital; to set apart out of any surplus of the Corporation such reserves in such amounts and for such proper purposes as it shall determine and to abolish any such reserves or any part thereof.
- d. To distribute dividends from funds legally available therefor in such accounts, if any, and in such manner and to the stockholders of record as of such date, as the Board of Directors may determine.
- e. To provide for the reasonable compensation of its own members and to fix the terms and conditions upon which such compensation will be paid.

ARTICLE XII

DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are

financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

- a. The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- b. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XIII

INDEMNIFICATION

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his capacity as director, officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise in which he served as such at the

request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he is entitled to indemnification by the Corporation for such expense. Indemnification hereunder 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 person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such whether or not the Corporation would have the power to indemnify him against such liability hereunder.

The foregoing right of indemnification shall not be deemed to exclude other rights to which any current or former Director, Officer, Employee or Agent may be entitled as a matter of law.

Nothing contained herein shall be construed to protect any Director, Officer, Employee or Agent of the Corporation against any liability to the Corporation or its stockholders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

ARTICLE XIV


AMENDMENTS

From time to time any of the provisions of these Article of Incorporation may be amended, altered or repealed (including any amendment that changes the terms of any

of the outstanding stock by classification, reclassification or otherwise), and other provisions that might, under the Statutes of the State of Florida at the time in force, be lawfully contained in articles of incorporation may be added or inserted, upon the vote of the holders of a majority of the shares of capital stock of the Corporation at the time outstanding and entitled to vote, and all rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are subject to the provisions of this Article XIV.

The term "these Articles of Incorporation" as used herein and in the Bylaws of the Corporation shall be deemed to mean these Articles of Incorporation as from time to time amended and restated.

IN WITNESS WHEREOF, I have signed these ARTICLES OF INCORPORATION on this 3rd day of April, A. D. 1997.


Maria C. Tola

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

This is to certify that on this 3rd. day of April, 1997 before me, the subscriber, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared, Maria C. Tola, personally known to me, to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and Notarial Seal the day and the year last above written.





ALBERTO AMOROS
MY COMMISSION # CC329670 EXPIRES
November 11, 1997
BONDED THROUGH FATH INSURANCE, INC.

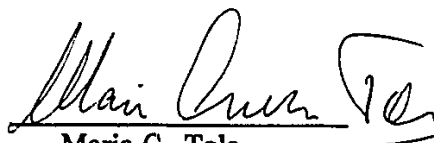
Alberto Amoros
Notary Public
State of Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 AM 11:46

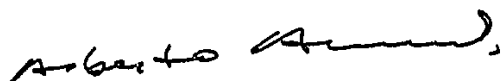
In compliance with the Florida Business Corporation Act, the following is submitted:

First, That M C T INTERNATIONAL, CORP., desiring to organize under the Florida Business Corporation Act, has named Maria C. Tola, 2980 Coconut Avenue, City of Miami, County of Dade, State of Florida, Zip Code 33133, as its statutory Registered Agent.

Second, That having been named the Statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping the registered office open, and I accept the obligations of section 607.0505 F.S.


Maria C. Tola
Registered Agent

Dated: this 3rd day of April of 1997.





ALBERTO AMOROS
MY COMMISSION # CC320070 EXPIRES
November 11, 1997
BONDED TITOU TROY FARM INSURANCE, INC.