

P97000032482

To whom it concerns,

Please Return the photocopies stamped with the filing date and the Certificate.

The Mailing Address is

Micex Inc

7880 SW 29th

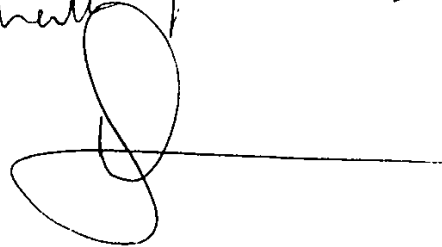
Miami FL

33023

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-04/03/97--01027--GUC
*****78.50 *****78.50

Enclose dis a check for \$7850

Thank You



FILED
97 APR 10 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

497-7921



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 4, 1997

MICHAEL C. XAVIER
7080 S.W. 29TH STREET
MIRAMAR, FL 33023

SUBJECT: MICEX INC.
Ref. Number: W97000007921

We have received your document for MICEX INC. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 597A00017119

**Articles of INCORPORATION
OF Micex Inc.**

TO DEPARTMENT OF STATE OF THE STATE OF FLORIDA

ARTICLE I

NAME: The name of the corporation shall be known as: MICEX INC.

ARTICLE II

PERIOD OF DURATION: The period of duration of MICEX INC. shall be perpetual unless dissolved under the laws of the State of FLORIDA or changed in accordance with these Articles and the corporation Bylaws.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of conducting proper aspects of business in a manner in which the corporation was organized for operation under Chapter 6047.0120 of the State FLORIDA as amended, with the principal purpose of BEING A MANAGEMENT COMPANY WITH PRIMARY FOCUS IN AREAS OF EXPORT AND INTERNATIONAL SALES.

ARTICLE IV

AGGREGATE SHARES: The aggregate number of shares which the corporation is authorized to issue is 1,000,000, consisting of one class with NO par value. The voting rights will be exercised in direct relation to the number of shares held by the single class established.

ARTICLE V

REGISTERED OFFICE/AGENT: The address of the initial office of the corporation shall be 7080 SW 29 ST MIRAMAR FLORIDA 33023.
The name of its initial registered agent at said address is MICHAEL C XAVIER .

ARTICLE VI

BOARD OF DIRECTORS: The number of directors constituting the initial Board of Directors will be 3 and each shall serve as director until his successor is elected and qualifies under the Bylaws of the corporation. After the initial Board of Directors, the Board shall consist of such number of directors as shall be fixed and/or determined by the shareholders from time to time at each annual meeting thereof, at which time the directors are to be elected. The initial directors of the new corporation shall be the undersigned incorporators.

ARTICLE VII

BYLAWS: The Bylaws of MICEX INC may contain any restrictions on the transfer of the shares of stock of the corporation as well as the issuance of any bonds or notes.

ARTICLE VIII

CORPORATE EXISTENCE: The corporation's existence shall begin on the day these ARTICLES are filed with the SECRETARY OF THE STATE OF FLORIDA.

ARTICLE IX

INCORPORATORS: The names and addresses of the incorporators are:

MICHAEL C XAVIER
7080 SW 29TH ST
MIRAMAR FL 33023

[Signature]
/s/ Michael Xavier

COVELL O'FLAHERTY
7080 SW 29 ST
MIRAMAR FL 33023

[Signature]
/s/ Covell O'Flaherty

HARRY LAGUERRE
7080 SW 29 ST
MIRAMAR FL 33023

[Signature]
/s/ Harry Laguerre

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

MICEX INC

2. The name and address of the registered agent and office is:

MICHAEL C XAVIER

(Name)

7080 SW 29th Miami

(P.O. Box not acceptable)

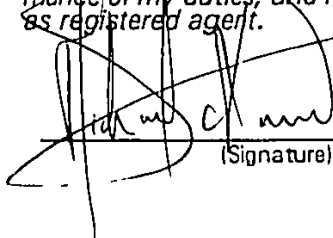
FLORIDA

33023

(City/State/Zip)

FILED
97 APR 10 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(Signature)

04-07-97

(Date)