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OF COUNSEL
ERNST G. WINTTER
BOARD CERTIFIED
WILLS, TRUSTS & ESTATES

April 22, 1997

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Mahis-Almadi, Inc.

900002155529--8
-04/25/97--01096--002
****122.50 ****122.50

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced Corporation, with the Registered Agent Form incorporated therein. Also enclosed is our Firm's check in the amount of \$122.50 to cover the filing fees as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

Total \$122.50

Please return a certified copy of these Articles of Incorporation to this office to the attention of the undersigned.

Thank you for your attention to this matter.

Sincerely,

WINTTER & MASON, P.A.


Steven A. Mason

SAM/ac
encl.

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97 APR 25 PM 12:56
SECRETARY OF STATE
DIVISION OF CORPORATIONS

4/28/97

**ARTICLES OF INCORPORATION
OF
MAHIS-ALMADI, INC.**

FILED
CLERK OF STATE
OFFICE
97 APR 25 PM 10:56

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

Article I - Name and Purpose

The name of the corporation shall be: **MAHIS-ALMADI, INC.**

The corporation shall be formed to operate retail and/or wholesale business(es), to import and export goods, and for all other lawful purposes.

Article II - Principal Office

The principal place of business and mailing address of this corporation shall be:

Post Office Box 816419
Hollywood, FL 33081

Article III - Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:


100 shares at \$1.00 par value

Article IV - Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Soloman Almadi
5002 Sheridan Street
Hollywood, FL 33021

The undersigned initial registered agent hereby accepts the designation.


Registered Agent-Soloman Almadi

Article V - Incorporator(s) and Subscriber(s)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation and Subscriber(s) to authorized shares is (are):

Soloman Almadi
5002 Sheridan Street
Hollywood, FL 33021

Article VI - Duration

This corporation shall have perpetual existence.

Article VII - Taxation

It is the intent of the incorporator that the corporation will qualify under the Internal Revenue Code as a Subchapter C corporation.

Article VIII - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by a stockholders' meeting by fifty-one (51%) percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles be adopted.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 3 day of March, 1997.

Soloman Almadi

STATE OF ~~FLORIDA~~ TEXAS
COUNTY OF ~~BROWARD~~ DALLAS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared SOLOMAN ALMADI, to me well known to be the person described herein, and who produced the following identification: TX Drivers License, and who executed the foregoing Articles of Incorporation.

WITNESS MY HAND AND SEAL in the State and County aforesaid, this 3 day of March, 1997.

MY COMMISSION EXPIRES:
03-06-99

Melinda Y. Ryan
NOTARY PUBLIC, State of ~~Florida~~

FILED
STATE
97 MAR 25 11:12:56