



THE UNITED STATES  
CORPORATION  
COMPANY

P97000041497

ACCOUNT NO. : 072100000032

REFERENCE : 360543 82279A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 9, 1997

ORDER TIME : 10:06 AM

ORDER NO. : 360543-005

CUSTOMER NO: 82279A

CUSTOMER: Jeffrey S. Tanen, Esq  
GOLDSTEIN & TANEN, P.A.

Suite 3250 One Biscayne Tower  
Two South Boulevard  
Miami, FL 33131

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-05/09/97--01079--015  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: MARDAN INDUSTRIES, 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: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED  
97 MAY -9 PM 1:25  
STATE  
FLORIDA

RECEIVED  
97 MAY -9 AM 11:27  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
MARDAN INDUSTRIES, INC.

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FILED  
97 MAY -9 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
Name of Corporation

The name of this corporation is MARDAN INDUSTRIES, INC.

ARTICLE II  
Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III  
Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this state.

ARTICLE IV  
Principal Place of Business

The address of the principal place of business of this corporation is 5200 N.W. 33rd Avenue, Suite 203, Ft. Lauderdale, FL 33309.

ARTICLE V  
Registered Office

The address of the initial registered office of the corporation is c/o Paul Hauser, 5200 N.W. 33rd Avenue, Suite 203, Ft. Lauderdale, FL 33309. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI  
Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Paul Hauser, 5200 N.W. 33rd Avenue, Suite 203, Ft. Lauderdale, FL 33309.

## ARTICLE VII

### Directors

This corporation shall have not less than one director. The name and addressee of the initial director of this corporation is:

Paul Hauser  
5200 N.W. 33rd Avenue, Suite 203  
Ft. Lauderdale, FL 33309

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

## ARTICLE VIII

### Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of Common Stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

## ARTICLE IX

### Incorporator

The name and address of the incorporator is as follows:

Paul Hauser  
5200 N.W. 33rd Avenue, Suite 203  
Ft. Lauderdale, FL 33309

## ARTICLE X

### Directors' Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any

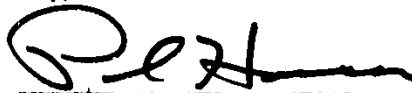
liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

**ARTICLE XI**  
**Amendment**

These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.

\* \* \*

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7 day of May, 1997.

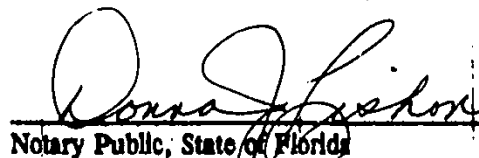


Paul Hauser, Incorporator

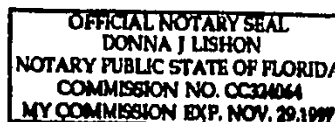
STATE OF FLORIDA           )  
  ) ss:  
COUNTY OF BROWARD       )

BEFORE ME, the undersigned authority, this day personally appeared Paul Hauser, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal at Ft. Lauderdale, Broward County, Florida this 7 day of May, 1997.

  
Notary Public, State of Florida

My Commission Expires: 11/29/97



**REGISTERED AGENT ACKNOWLEDGEMENT**

Having been named Registered Agent for the above-named corporation, at the Registered Office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with all legal requirements relative thereto.



Paul Hauser  
Registered Agent

mention article 97

FILED  
97 MAY -9 PM 1:26  
TALLAHASSEE, FLORIDA