

P.97000051894



ACCOUNT NO. : 072100000032

REFERENCE : 423679 7130729

AUTHORIZATION :

Patricia Puyet

COST LIMIT : \$ 122.50

ORDER DATE : June 10, 1997

ORDER TIME : 4:43 PM

ORDER NO. : 423679-005

000002208300--0

CUSTOMER NO: 7130729

CUSTOMER: Mr. Orlando Segui
SEGUI
ORLANDO
56 Northwest 118th Street
Miami, FL 33168

DOMESTIC FILING

NAME: MAGICENT ENTERPRISES, CORP.

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: Paula K. Kendrick

EXAMINER'S INITIALS: _____

W97-13645

*00625 - eff date
00525 - corp. suffix*

8
JUN 11 1997

RECEIVED
97 JUN 11 AM 8:57
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

*Effective date:
June 8, 1997.*

→ CORP.

June 11, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: MAGICENT ENTERPRISES
Ref. Number: W97000013645

We have received your document for MAGICENT ENTERPRISES and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 197A00031354

RECEIVED
97 JUN 11 PM 3 24

RESUBMIT

Please give original
submission date as file date.

EFFECTIVE DATE
6/8/97

ARTICLES OF INCORPORATION

OF

MAGICENT ENTERPRISES, CORP.

FILED

97 JUN 11 AM 9:12

TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be MAGICENT ENTERPRISES, CORP.

ARTICLE II

This Corporation shall have the authority to engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This Corporation is authorized to issue 1,000 shares of common stock, \$.01 par value.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

The initial registered agent of this Corporation is Orlando Segui, and the principal address and registered office address of this Corporation is 56 N.W. 118th Street, Miami, Florida 33168.

ARTICLE V

This Corporation shall have one Director initially. The number of directors may be increased or decreased from time to time by a vote of a majority of the Shareholders, but shall never be less than one. The name and address of each initial director is:

Orlando Segui
56 N.W. 118th Street
Miami, Florida 33168

ARTICLE VI

This Corporation is to exist perpetually unless sooner dissolved according to law. The Corporation shall be effective as of June 8, 1997.

ARTICLE VII

The name and street address of the incorporator is Orlando Segui, 56 N.W. 118th Street, Miami, Florida 33168.

ARTICLE VIII

1. The initial bylaws of this Corporation shall be adopted by the Board of Directors. The bylaws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any bylaw adopted by the Directors. The Directors may not alter, amend or repeal any bylaw adopted by the Shareholders, nor may the Directors adopt bylaws which would be in conflict with the bylaws adopted by the Shareholders.

2. Any incorporator or Shareholder present at any meeting, either in person or by proxy, and any Director present in person

at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

3. Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the Corporation, said costs and expenses to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such Officer or Director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit to the heirs, executors and administrators of any such Director or Officer.

4. A Director or Officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any Director or Officer or

any firm of which any Director or Officer is a member or any Corporation of which any Director or Officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved by either: (a) a vote of a majority of the Board of Directors having no interest in such contract or transaction; or (b) the written consent or vote by the holders of a majority of the outstanding shares of the stock in the Corporation entitled to vote. A Director interested in the contract or transaction who is present may participate in the meeting and may be counted for quorum purposes. Additionally, no Director or Officer shall be liable to account to the Corporation for any profits realized by, from, or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by laws.

ARTICLE IX

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 Shareholders, and approved at a Shareholders' Meeting by a majority of the Shareholders

entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

THE UNDERSIGNED, hereby declares and certifies that the facts herein stated are true and accordingly the undersigned has, this 20th day of May, 1997 executed these Articles of Incorporation.


Orlando Segui

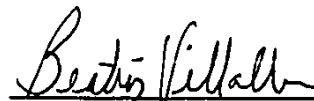
STATE OF FLORIDA)
) ss
COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, appeared Orlando Segui, who is personally known to me or who has produced a Florida Drivers License # _____ as identification, and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of May, 1997.

My Commission Expires:




Notary Public, State of
Florida at Large

Print Name: Beatriz VILLALBA

Orlando Segui

BEATRIZ VILLALBA
COMMISSION # CC 518693
EXPIRES DEC 17, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 09-11-2001 BY 60322 UCBAW/STP