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ATTORNEYS AT LAW • RECHTSANWÄLTE

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July 8, 1997

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

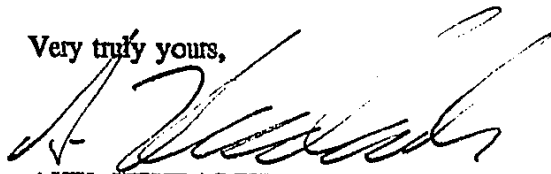
Re: Articles of Incorporation of FLORIDA MADIA CON, INC. 000002235740--4
-07/11/97--01046--014
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find two copies of the above referenced Articles of Incorporation together with a check in the amount of \$70.00.

Please be so kind to return a stamped copy of the Articles back to us. I have enclosed a self-addressed, stamped envelope for your convenience.

Very truly yours,



AXEL HEYDASCH
Attorney-at-law

Enclosures

FILED
97 JUL 11 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 7/14/97

**ARTICLES OF INCORPORATION
OF
FLORIDA MADIA CON, INC.**

FILED
97 JUL 11 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FLORIDA MADIA CON, INC.

The address of the principal office of this corporation shall be 100 North Biscayne Boulevard, 30th Floor, Miami, Florida 33132.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 (ONE HUNDRED) shares of common stock at \$1.00 (ONE DOLLAR) par value per value share.

ARTICLE IV. REGISTERED AGENT

The Registered Agent will be attorney Axel Heydasch, 100 North Biscayne Boulevard, 30th Floor, New World Tower, Miami, Florida 33132.

ARTICLE V. TERM OF EXISTENCE


This corporation is to exist perpetually.

FRIEDMAN & HEYDASCH, P.A.

ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation does hereby indemnify each of the Officers and Directors for any of their conduct on behalf of or related to their duties as officers or directors of the corporation and holds them harmless for any acts on behalf of or in connection with their services for the corporation.

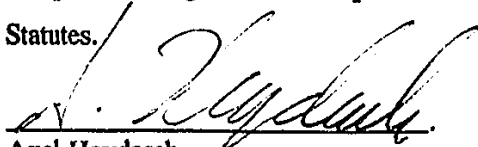
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 8th day of July, 1997.



Axel Heydasch
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

The undersigned, Axel Heydasch, a resident of Dade County, Florida, whose address is 100 North Biscayne Blvd., 30th Floor, New World Tower, Miami, Florida 33132, having been designated as the Resident Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607 of the Florida Statutes.



Axel Heydasch

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TALLAHASSEE, FLORIDA