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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. 000002235

-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

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FILED

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ECRETARY OF STATE
ALLAHASSEE, FLORIDA

m 7/14/97

ARTICLES OF INCORPORATION
OF
FLORIDA MADIA CON, INC.

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SECRETART 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.

ARTICLE VI. DIRECTORS

The name and address of the initial Director of this corporation who shall hold office for the first year until his successor is chosen, shall be:

Marcus T. Diamand c/o Axel Heydasch, Esq. 100 North Biscayne Blvd. Suite 3000 Miami, Florida 33132

ARTICLE VIL OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are duly elected or appointed are:

President/Secretary:

Marcus T. Diamand c/o Axel Heydasch, Esq. 100 North Biscayne Blvd. Suite 3000 Miami, Florida 33132

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Axel Heydasch
Attorney at Law
100 North Biscayne Blvd.
30th Floor
Miami, Florida 33132

ARTICLE IX, PREEMPTIVE RIGHTS

The shares of the corporation shall be endowed with preemptive rights, entitling the shareholders thereof to purchase any additional new issues of stock in direct proportion to their ownership of existing stock.

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

Axel Heydasch

Statutes.

97 JUL 11 PH 3: 38
SECRETAKY OF STATE
TALL CHASSEE FLORIDA