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Charter Number Only

797000090848

10/21/97

Silvio Amico

Requestor's Name

6401 SW 87 Ave. #114

Address

Miami, FL 33173

City

State

ZIP

Phone

#596-4774

IDENTIFICATION ONLY

FILED
97 OCT 22 PM 2:19
SEC. STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

MCW Corporation



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

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Certified Copy

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DIVISION OF CORPORATION

K. Rolfo OCT 22 1997

ARTICLES OF INCORPORATION

OF

MCW CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under and pursuant to the Laws of the State of Florida, of a corporation for profit, and do hereby certify as follows:

ARTICLE I - NAME

The name of the corporation shall be:

MCW CORPORATION

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

Section 3.01, Purposes:

The purposes for which this Corporation is organized are as follows:

- a. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.
- b. To engage in the business of acting as a real estate holding company and to provide any related services thereto.
- c. To do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purpose, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

Section 3.02, Powers:

The Corporation, subject to any specific written limitations or restrictions imposed by the Corporation laws of the State of Florida or by these Articles of Incorporation, shall have and exercise the following powers:

- a. To have and to exercise all the powers specified under the Florida General Corporation Act.
- b. To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage, and otherwise deal in interests in real and personal property of any nature or kind.
- c. To carry out all or part of the purposes stated herein as principal, agent or otherwise, either alone or in association with any other persons, firms, associations, corporations or to such extent as a corporation organized under the laws of the State of Florida may or hereafter lawfully do, as a member of, or as the owner or holder of any stock, shares, securities or interests in any general or limited partnership, association, corporation, trust, syndicate, or other firm or entity; and to a like extent in connection therewith, to make, enter into, and perform contracts or deeds with any person, firm, association or corporation or any government or subdivisions, agency or instrumentality thereof.

d. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporation, association, partnership, individual or other entity.

e. Each of the foregoing clauses of this section shall be construed as independent powers and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or interference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of a like nature.

Section 3.03, Conducting Business in Other Jurisdictions:

The Corporation may conduct business and otherwise carry on its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or purposes it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

Section 3.04, Carrying Out Purposes and Powers:

The Board of Directors, subject to any specific limitation or restriction imposed by the Corporate Laws of the State of Florida or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval of the shareholders of the Corporation.

ARTICLE IV - CAPITAL STOCK

Section 4.01, Number of Authorized Shares:

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock at no par value.

Section 4.02, Voting Rights:

Such shares of stock may be designated either voting or non-voting shares before issuance by action of the Board of Directors; provided, however, that unless such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Section 4.03, Consideration for Stock:

Authorized capital stock may be paid for in cash, property, labor, or services at a just value to be fixed by the Board of Directors at any regular or special meeting.

Section 4.04, Dividends:

The holders of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property or shares of capital stock.

ARTICLE V - REGULATION OF INTERNAL AFFAIRS

Section 5.01, Bylaws:

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the Corporation not inconsistent with the Corporation Laws of the state of Florida or of these Articles of Incorporation.

Section 5.02, Transactions with Directors:

Any contract or other transaction between the Corporation and any firm, organization or corporation of which one or more of the Directors are members, employees, shareholders, directors or officers, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Director or Directors at the Board of Directors meeting in which the contract or transaction is acted upon or considered, and notwithstanding his or their participation in the action, of the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction and permit the interested Directors to counted in determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable to it.

ARTICLE VI - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be at 5572 Pinetree Drive, Miami Beach, FL 33140.

ARTICLE VII - REGISTERED OFFICE AND AGENT

Section 7.01, Registered Office:

The street address of the original registered office of this Corporation is Aragon, Burlington, Weil and Crockett, 2699 S. Bayshore Drive, Penthouse, Miami, FL 33133.

Section 7.02, Registered Agent:

Pursuant to Section 48.091 of the Florida Statutes, MCW CORPORATION, has named LAWRENCE GOODMAN as its registered agent, to be at the address of the registered office of this Corporation, to accept service of process for this corporation and to otherwise comply with all provisions of said Act and all laws pertaining thereto.

ARTICLE VIII - FUNDAMENTAL CHANGES

The affirmative vote or written consent of the holders of sixty percent (60%) of the issued and outstanding shares of capital stock shall be necessary for the following corporate action:

- (a) Merger or consolidation of the Corporation.
- (b) Reduction or increase of the stated capital of the Corporation.
- (c) Sale of a major portion of the property or assets of the Corporation.
- (d) Dissolution or liquidation of the Corporation.

ARTICLE IX - DIRECTORS

This corporation shall have two (2) directors initially:

Mark C. Wasser
5572 Pinetree Drive
Miami Beach, FL 33140

Sofy Wasser
5572 Pinetree Drive
Miami Beach, FL 33140

The person named as initial director shall hold office for the first year of existence of this Corporation or until such person's successor(s) is/are elected or appointed and has/have qualified, whichever occurs first. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The directors need not be residents of the State of Florida or shareholders of the Corporation.

ARTICLE X - OFFICERS

The initial officer of this Corporation shall be as follows:

Mark C. Wasser, President and Secretary
5572 Pinetree Drive,
Miami Beach, FL 33140

Sofy Wasser, Vice-President
5572 Pinetree Drive
Miami Beach, FL 33140

The persons named as initial officers shall hold office for the first year of existence of this Corporation or until such persons' successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE XI - INCORPORATORS

The name and street address of each person signing these Articles of Incorporation as the Incorporator is:

Silvio Amico, Esq.
6401 S.W. 87th Ave.
Ste. 114
Miami, FL 33173

ARTICLE XII - INDEMNIFICATION

This Corporation shall have the authority, acting through its Board of Directors, to advance expenses to or indemnify any officer, employee, agent or director to the full extent permitted by law when said person has incurred expenses or liabilities, in the sole discretion of the Board of Directors for the benefit or on behalf of the Corporation.

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend any provision of these Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed, acknowledged and filed the foregoing Articles of Incorporation, under the Laws of the State of Florida this 20th day of October 1997.


Silvio Amico, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

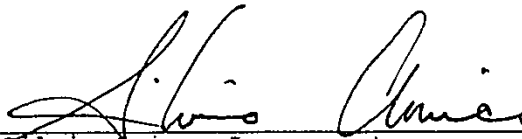
Pursuant to the provisions of section 607.0501 of the Florida Statutes, MCW CORPORATION, organized under the laws of the State of Florida, submits the following statement designating the registered office and the registered agent of this Corporation in the State of Florida:

1. The name of the Corporation is:

MCW CORPORATION

2. The name and address of the registered agent and office of the Corporation is:

LAWRENCE D. GOODMAN
c/o Aragon, Burlington, Weil & Crockett, P.A.
2699 So. Bayshore Drive
Penthouse
Miami, Florida 33133

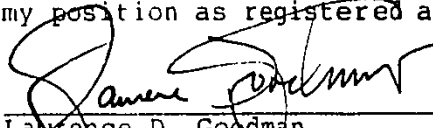


Silvio Amico, Incorporator

DATED 10-20-97

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for this Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.



Lawrence D. Goodman

DATED 10/20/97

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