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Nov-05-97 01:21P

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT^{P.03}
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ENTER/SELECTION AND <CR>FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:39 AM

((H97000018280 2))

TO: DIVISION OF CORPORATIONS

FAX R: (850)922-4001

FROM: RICARDO MARTINEZ-CID, P.A.
CONTACT: RICARDO MARTINEZ-CID
PHONE: (305)859-7494

ACCTR: 076640001666

FAX R: (305)858-2513

NAME: M-R HOLDINGS CORPORATION
AUDIT NUMBER.....H97000018280
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 8
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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97 NOV -5 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97-11-0-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 5, 1997

RICARDO MARTINEZ-CID, P.A.

SUBJECT: M-R HOLDINGS CORPORATION
REF: W97000025073

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Article VII states there will be ONE director(s), whereas FOUR is/are listed.

If you have any further questions concerning your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

FAX Aud. #: H97000018280
Letter Number: 997A00053447

RICARDO MARTINEZ-CID
PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

CORAL WAY BANKING CENTER • 1899 CORAL WAY • SUITE 510 • MIAMI, FLORIDA 33145 • 7860 • TELEPHONE (305) 859 7494 • FACSIMILE (305) 858 2513

FACSIMILE TRANSMISSION

Number of pages sent: 9 (including this page)

SEND TO: Florida Department of State/Division of Corporations
P. O. Box 6327, Tallahassee, Florida 32314

VIA: (904) 922-2208

SENT BY: Ricardo Martinez-Cid, Esq.

DATE: November 3, 1997

Gentlemen:

The proposed articles of incorporation and certificate of registered agent for M-R HOLDINGS CORPORATION follow. Debit my account for the amount of \$122.50, covering the filing fee (\$35.00), one (1) certified copy of articles (\$52.50), and the registered agent certificate (\$35.00). Upon filing these documents, please, provide, via facsimile, one certified copy of the Articles of Incorporation. Thank you for your cooperation.

Sincerely yours,



Ricardo Martinez-Cid

RMC/mg

cc: Client

Encl.

NOTE: IF THERE IS A PROBLEM WITH THIS FACSIMILE TRANSMISSION, PLEASE CALL US AT (305) 859-7494 AS SOON AS POSSIBLE. The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution, or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone, collect, and return the original message to us at the above address via the US Postal Services. We will reimburse you for postage. Thank you.

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ARTICLES OF INCORPORATION
OF
M-R Holdings Corporation
AN INVESTMENT CORPORATION

97 NOV -5 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
P.04
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The undersigned, all of whom are residents of the State of Florida, desiring to form an investment corporation in accordance with [Chapter 607 of the Florida Statutes], adopt the following Articles of Incorporation:

I. NAME

The name of the Corporation is M-R HOLDINGS CORPORATION.

II. REGISTERED OFFICE

The location and address of the Corporation's initial registered office in this State is 15327 n.w. 60th Avenue, Suite 235, Miami Lakes, Florida 33014. The initial registered agent at the registered is Claro N. Martinez. The registered address are the same as the principal address.

III. PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on all business in the State of Florida with particular interest in investments, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with nay person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct

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of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporation, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing business, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

IV. DURATION

The term of existence of the corporation is perpetual.

V. PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents whom are duly authorized to.

VI. INCORPORATORS

The names and post office addresses of the incorporator Are:
Claro N. Martinez 15327 NW 60th Avenue
Suite 235

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	Miami Lakes, Florida 33014
Luis M. Rodriguez	15327 NW 60th Avenue Suite 235 Miami Lakes, Florida 33014
Nidio T. Martinez	15327 NW 60th Avenue Suite 235 Miami Lakes, Florida 33014
Jose L. Rodriguez	15327 NW 60th Avenue Suite 235 Miami Lakes, Florida 33014

VII. DIRECTORS

The Board of Directors shall consist of (4) four member. The Board shall be able to operate never less than one. The names and addresses of the first Board of Directors are:

Claro N. Martinez	15327 NW 60th Avenue Suite 235 Miami Lakes, Florida 33014
Luis M. Rodriguez	15327 NW 60th Avenue Suite 235 Miami Lakes, Florida 33014
Nidio T. Martinez	15327 NW 60th Avenue Suite 235 Miami Lakes, Florida 33014
Jose L. Rodriguez	15327 NW 60th Avenue Suite 235 Miami Lakes, Florida 33014

VIII. SHARE STRUCTURE

Number and Type

8.1 The maximum number of shares that the Corporation is authorized to have outstanding is 1,000 shares. All shares shall be common shares without par value. The Corporation can create or designate new shares by majority vote of Board of Directors.

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Restrictions on Issuance and Transfer

8.2 No share of stock of this Corporation shall be issued or transferred to any person, without authority of other shareholders or board of directors.

8.3 Shares without par value may be issued pursuant to subscriptions taken by the incorporators for any consideration that may be specified by the incorporators, and, after organization, shares without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board of Directors, in its discretion, may fix different amounts or kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or by the Board of Directors and has been paid or delivered, shall be fully paid and nonassessable.

Dividends

8.4 The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

Shareholder's Action

8.5 To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

IX. STATED CAPITAL

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The amount of capital with which the Corporation shall begin business is \$115,000.00.

X. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

XI. INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. No director or officer shall be accountable or responsible to the Corporation for or in respect to any act of the Corporation or for any gains or profits directly or indirectly realized by reason of the fact that the director or officer or any firm of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is connected is interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed or shall have been known to the Board of Directors or the members of the Board present at any meeting of the Board of Directors at which action on the transaction is taken. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes action in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with

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which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, case, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

XII. INDEMNIFICATION

Right to Indemnification

12.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not them in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director, or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all other directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in

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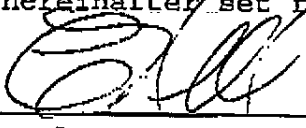
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determining a majority of the Board of Directors.

Written Demand for Indemnification

12.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days of the following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b), and (c) of Paragraph 12.1. If the court determines that the conduct of requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS HEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we the undersigned, constituting the incorporators of this Corporation, have executed these articles of incorporation on the date hereinafter set forth



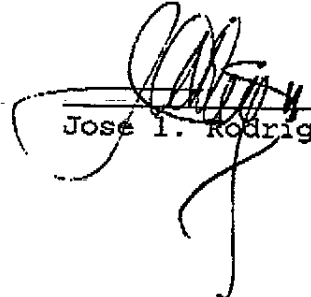
Claro N. Martinez



Luis M. Rodriguez



Nidio T. Martinez



Jose I. Rodriguez

DATED: October 22, 1997

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STATE OF FLORIDA
COUNTY OF DADE

The Foregoing Articles of Incorporation were
acknowledged before me this 22nd October, 1997.

Walter Casero
Walter Casero, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
WALTER A CASERO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC:605223
MY COMMISSION EXP. DEC. 3, 2000

97 NOV -5 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent
of M-R Holdings Corporation which is contained in the foregoing
Articles of Incorporation.

DATED This 22nd Day of October, 1997

Claro N. Martinez

Claro N. Martinez
REGISTERED AGENT

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