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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MARKET ACCESS SERVICES CORP.

AUDIT NUMBER.....H97000019107

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION OF

MARKET ACCESS SERVICES CORP.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to Contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **MARKET ACCESS SERVICES CORP.**

The principal place of business of this corporation shall be 7525 N.W. 8 Street, Miami, Florida, 33126.

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 United States, the State of Florida or any other state, country, 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 500 shares of common stock of \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 321 West Park Drive, #201, Miami, Florida 33172 and the name of the initial registered agent of the corporation at that address is Luis J. Mas.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

Gonzalo R. Lage, Esq.  
3750 W. 16th Ave. #126 U  
Hialeah, FL 33012  
(305) 823-7055  
FBNo. 0216372

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ARTICLE VI. DIRECTORS.

This corporation shall have no Directors initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

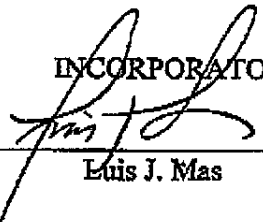
ARTICLE VII. INCORPORATOR

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

Luis J. Mas  
321 West Park Drive #201  
Miami, Florida 33172

IN WITNESS WHEREOF, the undersigned authorized incorporator, has hereunto set his hand and seal on this 14th day of November, 1997.

INCORPORATOR

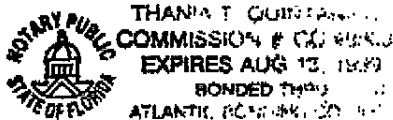
  
Luis J. Mas

The foregoing instrument was acknowledged before me this 14 day of NOVEMBER 1997  
by Luis J. Mas

Series # 14200-530-49-42801

  
Notary Public, State of Florida at Large

My Commission expires:



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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **MARKET ACCESS SERVICES CORP.**

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

Luis J. Mas

321 West Park Drive, #201

(P.O.Box or Mail Drop Box **NOT** acceptable)

Miami, Florida 33172

(City, State, Zip Code)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

  
Registered Agent

Date

11/14/97

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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