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DVORA M. WEINREB
FLORIDA BAR

OF COUNSEL:
STUART SLUTSKY
FLORIDA BAR & NY BAR

P97000102889

November 28, 1997

Corporate Records Bureau
Division of Corporations
Dept. of State
409 E. Gaines Street
Tallahassee, FL 32399

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-12/04/97--01077--010
****122.50 ****122.50

RE: Incorporation of Metarex, Inc.

Dear Sir/Madam:

Enclosed please find the following:

1) Original and one (1) copy of Article of Incorporation of the above captioned Corporation containing the Registered Agent Designation.

2) A check in the amount of \$122.50 made payable to your order, representing the following fees:

Filing Fee.....\$35.00
Certificate Under Seal.....\$52.50
Registered Agent Designation.....\$35.00

TOTAL ENCLOSED: \$122.50

Please return copies of the Certificate Under Seal and clocked in Articles of Incorporation once registered. A return envelope is enclosed for your convenience.

Thanking you in advance for your immediate attention to this matter, I remain,

Very truly yours,



Dvora Weinreb

Enclos:

FILED
97 DEC -4 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 12/8/97

ARTICLES OF INCORPORATION

OF

Metarex, Inc.

FILED

97 DEC -4 AM 9:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purposes of forming a corporation under the Florida Business Corporations Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE ONE
NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be Metarex, Inc. The Principal address of the Corporation will be 6398 N.W. 32nd Terrace, Boca Raton, Florida 33496.

ARTICLE TWO
DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida law.

ARTICLE FOUR
CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand

hundred (1,000) shares at One Dollar (\$1.00) par value.

ARTICLE FIVE
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9900 STIRLING ROAD, SUITE 230, COOPER CITY, FLORIDA 33024 and the name of the initial registered agent at that address is DVORA WEINREB, ESQ.

ARTICLE SEVEN
INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS

Mitko Marinov

6398 N.W. 32nd Terrace
Boca Raton, FL 33496

ARTICLE NINE
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE TEN
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 14 day of October, 1997.

M. MARINOV

MITKO MARINOV

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14th day of October, 1997 by MITKO MARINOV, ~~who is personally known to me~~ or who has produced Bulgarian passport as identification.
0014189

 DVORA WEINREB
COMMISSION # CC 573787
EXPIRES SEP 30, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Dvora Weinreb
NOTARY PUBLIC

DVORA WEINREB
PRINTED NAME

My Commission Expires:

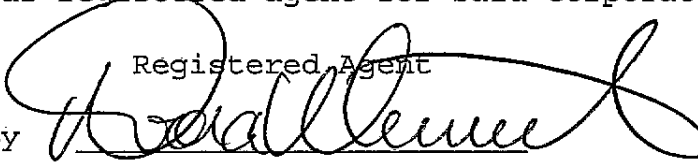
Certificate Designating Place of Business or Domicile for the
Service of Process Within This State, Naming Agent Upon Whom
Process May be Served

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That METAREX, INC., desiring to organize under the laws of the
State of Florida, with its principal office, as indicated in the
Articles of Incorporation ,6398 N.W. 32nd Terrace, Boca Raton,
County of Palm Beach, State of Florida, has named DVORA WEINREB,
ESQ. located at 9900 Stirling Road, Suite 230, Cooper City, Florida
33024, County of Broward, State of Florida, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

I hereby certify that I am familiar with and accept the duties
and responsibilities as registered agent for said Corporation.

Registered Agent
By 
DVORA WEINREB

FILED
97 DEC -4 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA