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MAGUIRE, VOORHIS & WELLS, P.A.

Attorneys at Law
SUNTRUST TOWER, SUITE 3000
200 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
TELEPHONE 407-244-1100
FACSIMILE 407-872-6207

MAILING ADDRESS
P.O. BOX 633
ORLANDO, FLORIDA 32802

INTERNET E-MAIL
MSPEAR@MVW.COM

FILED
97 DEC -9 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 8, 1997

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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-12/09/97--01042--022
****131.25 ****131.25

Subject: Martni Holdings, Inc.

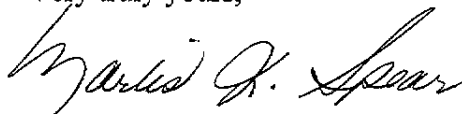
Dear Sir or Madam:

Enclosed please find the following in connection with above-referenced corporation --

1. Original Articles of Incorporation and copy for certification; and
2. A check in the amount of \$131.25 in payment of the following items: (a) \$35.00 for filing fee; (b) \$35.00 for designation of Registered Agent; (c) \$52.50 for one certified copy; and (d) \$8.75 for one Certificate of Status.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,



Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: James E. L. Seay, Esq.

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RECORDED
97 DEC -9 PM 12:28
DIVISION OF CORPORATIONS

9/29/97

ARTICLES OF INCORPORATION
OF
MARTNI HOLDINGS II, INC.

FILED
27 DEC -9 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Martni Holdings II, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 5401 Kirkman Road, Suite 725, Orlando, Florida 32819, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 5401 Kirkman Road, Suite 725, Orlando, Florida 32819. The initial registered agent of the Corporation at the registered office shall be Rashid A. Khatib.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of five (5) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Zahi W. Khouri, Chairman	5401 Kirkman Road Suite 725 Orlando, Florida 32819
Rashid A. Khatib	5401 Kirkman Road Suite 725 Orlando, Florida 32819
Randall Hodge	5401 Kirkman Road Suite 725 Orlando, Florida 32819
Thomas J. Carter	5401 Kirkman Road Suite 725 Orlando, Florida 32819
Barry A. Lundin	5401 Kirkman Road Suite 725 Orlando, Florida 32819


ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is: _____

<u>Name</u>	<u>Address</u>
Rashid A. Khatib	5401 Kirkman Road Suite 725 Orlando, Florida 3281

Executed this 4th day of December, 1997.

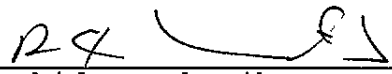


Rashid A. Khatib, Incorporator

FILED
37 DEC -9 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

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.



Rashid A. Khatib,
Registered Agent

Date: December 4, 1997