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FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.

ACCT#: 076067004147

CONTACT: DEBRA H CHRYSTIE

PHONE: (954)462-3300

FAX #: (954)763-2439

NAME: MCL INTERNATIONAL, INC.

AUDIT NUMBER.....H98000002432

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MCL INTERNATIONAL, INC.
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of MCL INTERNATIONAL, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is MCL INTERNATIONAL, INC. and the street address of the initial principal office of the Corporation is 2300 Corporate Boulevard, N.W., Suite 132, Boca Raton, Florida 33431.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of no par value Common Stock.

PREPARED BY: *Judith L. Keiser, Esquire
English, McCaughan & O'Bryan, P.A.
100 Northeast Third Avenue, Suite 1100
Fort Lauderdale, Florida 33301
(954) 462-3300
Florida Bar No. 807930*

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2300 Corporate Boulevard, N.W., Suite 132, Boca Raton, Florida 33431, and the name of the initial Registered Agent of the Corporation at that address is Alan E. Hower.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Alan E. Hower	2300 Corporate Boulevard, N.W. Suite 132 Boca Raton, Florida 33431
Frank Pajaujis	2300 Corporate Boulevard, N.W. Suite 132 Boca Raton, Florida 33431
Wilhelm Munch	2300 Corporate Boulevard, N.W. Suite 132 Boca Raton, Florida 33431

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Judith L. Keiser, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of February, 1998.



JUDITH L. KEISER, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for MCL INTERNATIONAL, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: February 5, 1998

By: ALAN E. HOWER, Initial Registered
Agent

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