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February 11, 1998

(Via Certified Mail Return Receipt Requested)

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900002431599--7
-02/16/98--01088--011
****495.00 ****157.50

Re: Main Holding, Inc.

Gentleperson(s):

Enclosed please find Articles of Incorporation for **Main Holding, Inc.**, and our trust account check in the sum of \$157.50 representing your filing fees..

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned in the enclosed stamped, self-addressed envelope which has been enclosed for your convenience.

Thank you in advance for your prompt attention to the foregoing.

Sincerely yours,


Peter Z. Kamenesh

cb
Enclosures

FILED
98 FEB 16 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cb
2-19-98

FILED
98 FEB 16 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Main Holding, INC.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this Corporation is **Main Holding, INC.**

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of \$10.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

**ARTICLE IV
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V

TERM

This Corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI

INCORPORATOR AND PRINCIPAL OFFICE ADDRESS

The name and address of the initial Incorporator and Subscriber hereto is as follows: Randall Hill, 3560 Main Highway, Miami, Dade County, Florida 33133.

The principal address and the registered office address of the Corporation is: 3560 Main Highway, Miami, Dade County, Florida 33133.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the Corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows: Randall Hill, 3560 Main Highway, Miami, Dade County, Florida 33133.

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the Officers of the Corporation. The Officers of the Corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the Corporation.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation and name of the initial registered agent of this Corporation is: Randall Hill, 3560 Main Highway, Miami, Dade County, Florida 33133.

ARTICLE IX

OFFICERS

The duties of the Officers of the Corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the Corporation until the next election are as follows: Randall Hill, 3560 Main Highway, Miami, Dade County, Florida 33133.

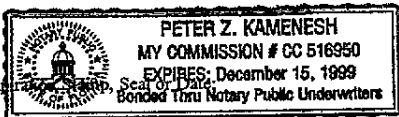
IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 10th day of February 1998.


Randall Hill, Subscriber

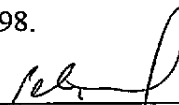
STATE OF FLORIDA }
 }
 } SS:
COUNTY OF DADE }

PERSONALLY APPEARED before me, a Notary Public authorized to take oaths and acknowledgments in the State and County set forth above, personally appeared Randall Hill., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10 day of February, 1998.

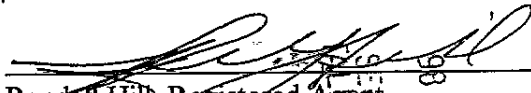


Commission Expires


NOTARY PUBLIC - STATE OF FLORIDA
Printed Name: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, to wit: Section 607.034 and 607.037 of the Florida Statutes.


Randall Hill, Registered Agent
DATED: 2-10-98

FILED
98 FEB 16 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA