

P98000021922

JAMES A. HAUSER, P.A.

ATTORNEY AT LAW

SUITE 405

3191 CORAL WAY

MIAMI, FLORIDA 33145-3213

TELEPHONE (305) 529-1900

FACSIMILE (305) 529-0320

March 2, 1998

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

Re: McInerney Management Enterprises International, Inc.  
Our File No. 334.10

Gentlemen:

000002449450--2  
-03/06/98--01070--018  
\*\*\*\*122.50 \*\*\*\*122.50

Please file the enclosed Articles of Incorporation of McInerney Management Enterprises International, Inc. and return a certified copy to me.

Enclosed is our client's check, payable to the "Department of State", in the amount of \$122.50, in payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total Enclosed	\$ 122.50

Thank you for your assistance.

Sincerely,



Theresa Lynne Cutchins  
Legal Assistant

EFFECTIVE DATE

3-3-98

tlc  
Enclosures

Dmc  
3/9/98

FILED  
98 MAR -6 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**McINERNEY MANAGEMENT ENTERPRISES INTERNATIONAL, INC.**

**FILED**  
98 MAR -6 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

**EFFECTIVE DATE**

**3-3-98**

The name of this Corporation is McInerney Management Enterprises International, Inc., whose mailing address is 7332 N.W. 45 Avenue, Coconut Creek, Florida 33073.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are executed.

**ARTICLE III - PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 7332 N.W. 45 Avenue, Coconut Creek, Florida 33073. The name of the initial registered agent at such address is James F. McInerney.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have the following directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one

(1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
James F. McInerney	7332 N.W. 45 Avenue Coconut Creek, Florida 33073
Renee J. McInerney	7332 N.W. 45 Avenue Coconut Creek, Florida 33073
Kelly J. McInerney	7332 N.W. 45 Avenue Coconut Creek, Florida 33073

#### ARTICLE VII - BY- LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders, Officers or Directors.

#### ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

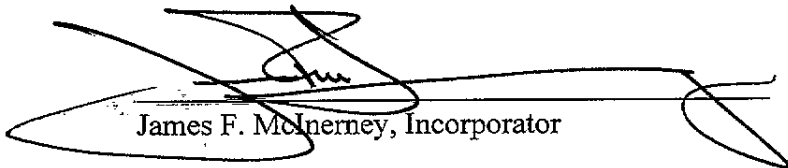
ARTICLE X - INCORPORATOR

The name and the address of the person signing these Articles is James F. McInerney,  
7332 N.W. 45 Avenue, Coconut Creek, Florida 33073.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in  
these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation  
Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation, this 3rd day of March, 1998.

  
James F. McInerney, Incorporator

STATE OF Florida )

COUNTY OF Broward )

Before me, a Notary Public authorized in the State and County set forth above,  
personally appeared James F. McInerney, personally known to me or who produced \_\_\_\_\_  
\_\_\_\_\_ as identification, and known by me to be the person, who, as Incorporator, executed the  
foregoing Articles of Incorporation of McInerney Management Enterprises International, Inc. and  
he/she acknowledged before me that he/she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,  
in the State and County aforesaid, this 3 day of March, 1998.

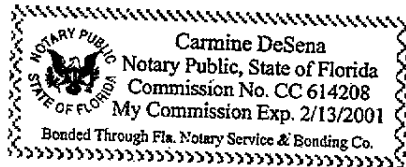


Notary Public

Typed/Printed Name of Notary:

My Commission expires:

CARMINE DESENA



ACCEPTANCE BY REGISTERED AGENT

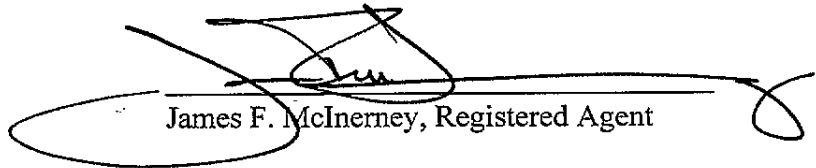
**FILED**

98 MAR -6 PM 12:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the foregoing corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 3rd day of March, 1998.

  
James F. McNerney, Registered Agent

334.10