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ACCOUNT NO. : 072100000032
REFERENCE : 738213 4303929

AUTHORIZATION : *Patricia Puyet*
COST LIMIT : \$ 122.50

ORDER DATE : March 12, 1998

ORDER TIME : 10:23 AM

ORDER NO. : 738213-005

CUSTOMER NO: 4303929

400002455354--3

CUSTOMER: Ms. Yolanda Rodriguez
GREENBERG TRAUIG

1221 Brickell Avenue

Miami, FL 33131

DOMESTIC FILING

NAME: MARKET RESEARCH ADVISORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

98 MAR 12 AM 11:46

RECEIVED

98 MAR 12 PM 1:26

FIELD
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Handwritten notes and signatures at bottom right

ARTICLES OF INCORPORATION
OF
MARKET RESEARCH ADVISORS, INC.

FILED STATE
SECRETARY OF CORPORATIONS
98 MAR 12 PM 1:26

ARTICLE I

The name of the corporation is MARKET RESEARCH ADVISORS, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is Marco Antonio de Souza, 461 South Mashta Drive, Key Biscayne, Florida, 33149.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hayse Street, Florida, 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the

initial Board of Directors is two (2), and the name and address of the member of the initial Board of Directors who is to serve as the Corporation's director until his successors are duly elected and qualified is:

Marco Antonio de Souza
461 South Mashta Drive,
Key Biscayne, Florida, 33149

Claudia Andrade de Souza
461 South Mashta Drive,
Key Biscayne, Florida, 33149

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DIVISION OF CORPORATIONS
98 MAR 12 PM 1:26

ARTICLE VII

The name of the Incorporator is Marco Antonio de Souza, 461 South Mashta Drive, Key Biscayne, Florida, 33149.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 11th. day of March, 1998



Marco Antonio de Souza
Incorporator.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MARKET RESEARCH ADVISORS, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPORATION SERVICE COMPANY

By: 

Registered Agent

DATED: 3-12, 1998.