

5/25/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
(((H98000005799 5)))

3:24 PM

P9800027919

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MIAMI AMDISON, INC.

AUDIT NUMBER.....H98000005799

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:01:20

FILED
98 MAR 25 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 3/26/98

9
H98000005799

ARTICLES OF INCORPORATION
OF
MIAMI MADISON, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:
MIAMI MADISON, INC.

The address of the principal office of this corporation shall be 6500 Cypress Road, No. 511, Plantation, Florida 33317, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having no par value per share.

Prepared By: Steven L. Bornstein
9900 Stirling Road, #101
Cooper City, Florida 33024
(954) 436-9144
Florida Bar Number: 283401

H98000005799

FILED
98 MAR 25 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000005799

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 9900 STIRLING ROAD, #101, COOPER CITY, FLORIDA 33024 and the name of the initial registered agent of the corporation at that address is STEVEN L. BORNSTEIN.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles Of Incorporation.

H98000005799

H98000005799

This corporation shall have Three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Don Layton Director	6500 Cypress Road, No. 511 Plantation, Florida 33317
Gene Rossi, Jr. Director	6500 Cypress Road, No. 511 Plantation, Florida 33317
Donald Backer Director	6500 Cypress Road, No. 511 Plantation, Florida 33317

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Don Layton President	6500 Cypress Road, No. 511 Plantation, Florida 33317
Gene Rossi, Jr. Vice-President	6500 Cypress Road, No. 511 Plantation, Florida 33317
Donald Backer Secretary Treasurer	6500 Cypress Road, No. 511 Plantation, Florida 33317

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Steven L. Bornstein	9900 Stirling Road #101 Cooper City, Florida 33024
---------------------	---

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal this 25th day of March, 1998.

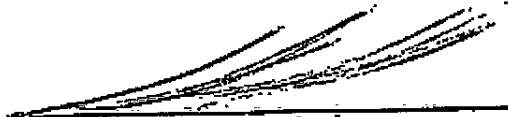

Steven L. Bornstein
Incorporator

H98000005799

H98000005799

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Steven L. Bornstein, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Steven L. Bornstein
Registered Agent

FILED
98 MAR 25 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000005799