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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MAJESTIC PROPERTIES INTERNATIONAL, INC.

AUDIT NUMBER.....H98000011233

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

CERT. OF STATUS...0

PAGES.....4

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Articles of Incorporation of Majestic Properties International, Inc.

I
Name

The name of the corporation is Majestic Properties International, Inc.

II
Duration

The corporation shall have a perpetual existence.

III
Purpose

The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

IV
Capital Stock

The maximum number of shares which the corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of \$1. per share.

V
Address

The principal place of business of the corporation shall be:

c/o M. Patrick, Esq.
1141 Kane Concourse
Bay Harbor Islands, Florida 33154

This instrument prepared by:

Marty Patrick, Esquire

Martin Howard Patrick, P.A.
1141 Kane Concourse
Bay Harbor Islands, Florida 33154
(305) 867-8400

Florida Bar Number: 341320

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VI
Initial Board Of Directors

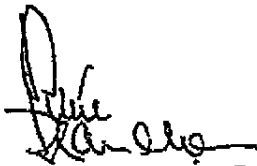
The initial Board of Directors consists of 1 member(s). This may be changed by a vote of the shareholders, but in no case, will there be less than 1 or more than 3 directors. The name(s) and address(es) of the initial Board are:

Rene Brandon
c/o M. Patrick, Esq.
1141 Kane Concourse
Bay Harbor Islands, FLORIDA 33154

VII
Incorporator

The name and address of the person signing these Articles of Incorporation is:

Rene Brandon
c/o M. Patrick, Esq.
1141 Kane Concourse
Bay Harbor Islands, FLORIDA 33154



Incorporator

State of Florida
County of Dade

The foregoing Articles of Incorporation of Majestic Properties International, Inc. were acknowledged before me on June 16, 1998, by as Incorporator

- () who is personally known to me
() who produced Marty Patrick as identification.

Notary Public



MARTY PATRICK
COMMISSION # CC 469888
EXPIRES JUN 7, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

H98000011233

H98000011233

**Certificate Of Designation Of Place Of Business Or Domicile For The Service
Of Process Within This State Naming Agent Upon Whom Process May Be Served**

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

That Majestic Properties International, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Bay Harbor Islands, County of Miami-Dade, State of Florida, has named:

Marty Patrick, Esquire

**Martin Howard Patrick, P.A.
1141 Kane Concourse
Bay Harbor Islands, Florida 33154**

as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open the aforesaid office.


Marty Patrick, Esquire

**Martin Howard Patrick, P.A.
Resident Agent**

June 16, 1998

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