



ACCOUNT NO. : 072100000032

REFERENCE : 880405 4337904

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : July 6, 1998

ORDER TIME : 10:56 AM

ORDER NO. : 880405-005

CUSTOMER NO: 4337904

CUSTOMER: Nicholas M. Daniels, Esq
THERREL BAISDEN, P.A.

Suite 2400
One Se 3rd Avenue
Miami, FL 33131

200002580232--1

DOMESTIC FILING

NAME: PLEXUS/M2, 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: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 PM 1:25

RECEIVED
98 JUL -6 PM 12:11
DIVISION OF CORPORATIONS
7/6/98

EFFECTIVE DATE

7/2/98

ARTICLES OF INCORPORATION
OF
PLEXUS/M2, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 PM 1:25

ARTICLE I

Name

The name of the corporation is PLEXUS/M2, INC.

ARTICLE II

Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 2nd day of July, 1998.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock which shall be designated "Class A Voting Common Shares"; and NINE HUNDRED (900) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock which shall be designated "Class B Nonvoting Common Shares". The Class A and Class B shares shall be entitled in all respects to equal rights and privileges except that each share of Class A shall be entitled to one (1) vote and each share of Class B shall be nonvoting stock.

ARTICLE V

Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: Nicholas M. Daniels.

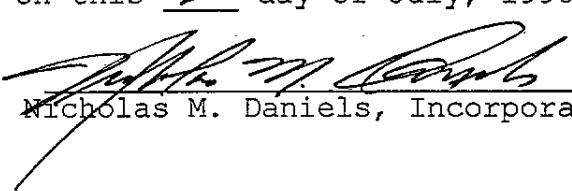
ARTICLE VI
Initial Board of Directors

This corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is: Kyle H. Martell, 1770 Bay Road, Miami Beach, Florida 33139 and Ivan L.H. Martell, 533 Coral Way, Apartment No. 7, Coral Gables, Florida 33134.

ARTICLE VII
Incorporator

The name and address of the person signing these Articles is: Nicholas M. Daniels, Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 2nd day of July, 1998.



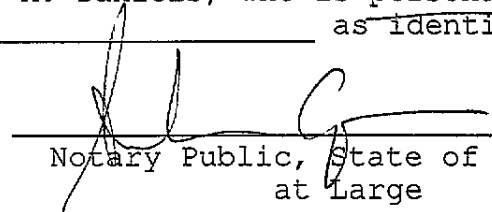
Nicholas M. Daniels, Incorporator

STATE OF FLORIDA:

SS:

COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 2nd day of July, 1998, by Nicholas M. Daniels, who is personally known to me ~~or who has produced~~ _____ as ~~identification~~.

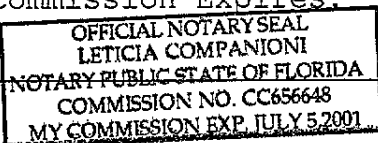


Notary Public, State of Florida
at Large

Leticia Companioni

Type/Print/or Stamp Name of Notary

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUL -6 PM 1:25

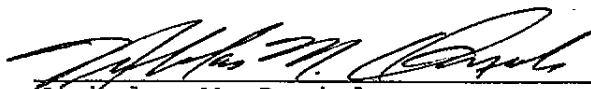
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

PLEXUS/M2, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that **PLEXUS/M2, INC.**, desiring to organize under the laws of the State of Florida with its principal office at: Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131, has named Nicholas M. Daniels, located at Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131, as its agent to accept service of process within this state.

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 provision of said Act relative to keeping open said office.


Nicholas M. Daniels

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