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7/10/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000012857 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

EFFECTIVE DATE
7-13-98

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: MMC INTERNATIONAL INC.

AUDIT NUMBER.....H98000012857

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

CERT. OF STATUS..0

PAGES..... 4

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ATTN: BECKY MCNIGHT

Thanks Becky,

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

BM 7/14/98

07-14-1998 10:44

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ARTICLES OF INCORPORATION

EFFECTIVE DATE
7-13-98

ARTICLE I

NAME: The name of the Corporation is:
MMC INTERNATIONAL INC.

ARTICLE II

DURATION: The Corporation shall exist in perpetuity.

ARTICLE III

PURPOSE: The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK: The Corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares"

ARTICLE V

RIGHTS OF SHARE OF CAPITAL STOCK: The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares, each having one vote. Nothing in the articles shall be construed to allow cumulative voting of shares.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The name and street of the initial registered Agent and principal office of the Corporation is:

MARILDA CORDEIRO
1560 WASHINGTON AVENUE
MIAMI BEACH, FLORIDA 33139

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

98 JUL 14 AM 11:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

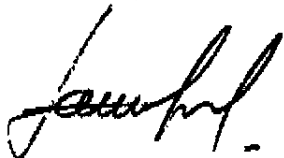
In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said act:

First that MMC INTERNATIONAL INC., desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida has named MARILDA CORDEIRO, located at 1560 Washington Avenue, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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

By: _____



MARILDA CORDEIRO
1560 Washington Avenue
MIAMI BEACH, FLORIDA 33139

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII

INITIAL BOARD OF DIRECTORS: The Corporation shall have two directors initially. The number of directors may be increased from time to time by the by-laws adopted by the corporation. The name and address of the initial Directors is:

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MARILDA CORDEIRO
1560 Washington Avenue
MIAMI BEACH, FLORIDA 33139

MARINA CORDEIRO
1560 Washington Avenue
MIAMI BEACH, FLORIDA 33139

ARTICLE VIII

INCORPORATION: The name and address of the person signing this article is:

MARILDA CORDEIRO
1560 WASHINGTON AVENUE
MIAMI BEACH, FL 33139

ARTICLE IX

BY-LAWS: The power of adopt, alter, amend or repeal the By laws shall be vested in the directors.

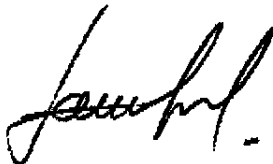
ARTICLE X

INDEMNIFICATION: The Corporation shall indemnify any officer and or director or any former officer and or director to the full extent permitted by law.

ARTICLE XI

COMMENCEMENT OF CORPORATE EXISTENCE: Corporate existence shall be deemed to commence on: 7/13/98

IN WITNESS WHEREOF, The undersigned subscriber has executed these Articles of Corporation on: 7/13/98



MARILDA CORDEIRO

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STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public personally appeared, MARILDA CORDEIRO AND MARINA CORDEIRO, known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, on _____

NOTARY PUBLIC, STATE OF FLORIDA

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