

8/24/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: MAJESTIC MANAGEMENT CORPORATION
AUDIT NUMBER.....H98000015786
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 8/25/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 25, 1998

ACE INDUSTRIES, INC.

SUBJECT: MAJESTIC MANAGEMENT CORPORATION
REF: W98000019365

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

If you have any further questions concerning your document, please call (850) 487-6067.

Neyssa Culligan
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**ARTICLES OF INCORPORATION
OF
MAJESTIC MANAGEMENT CORPORATION**

98 AUG 25 AM 9:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

MAJESTIC MANAGEMENT CORPORATION.

The address of the principal office of this corporation shall be

18520 Northwest 67th Avenue, Suite 279, Miami, Florida 33015, 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 7,500 shares of common stock having \$1.00 per value per share.

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

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ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 18520 Northwest 67th Avenue, Suite 279, Miami, Florida 33015, and the name of the initial registered agent of the corporation at that address is Roland Majors.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officer and director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Roland Majors
President / Treasurer

20220 N.W. 33 Court
Miami, Florida 33056

Kathleen Majors
Vice-President / Secretary

20220 N.W. 33 Court
Miami, Florida 33056

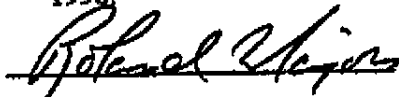
ARTICLE VII. INCORPORATOR

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

Roland Majors
President / Treasurer

20220 N.W. 33 Court
Miami, Florida 33056

IN WITNESS WHEREOF, the undersigned agent of Majestic Management Corporation, has hereunto set their hand and seal of Majestic Management Corporation, on August 24, 1998.



Roland Majors
INCORPORATOR

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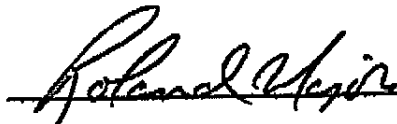
**CERTIFICATE OF DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuant to Chapter 607.34, Florida Statutes, the following is submitted in compliance with said Act.

First, that Majestic Management Corporation desigining to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 18520 Northwest 67th Avenue, Suite 279, Miami, Florida 33015 has named Roland Majors as its agent at accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at a place designated in the 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.



Roland Majors
Registered Agent

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TALLAHASSEE, FLORIDA

08-25-1998 08:36