



THE UNITED STATES  
CORPORATION  
COMPANY

P98000074787

ACCOUNT NO. : 072100000032

REFERENCE : 940930 84608A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 26, 1998

ORDER TIME : 3:13 PM

ORDER NO. : 940930-005

CUSTOMER NO: 84608A

CUSTOMER: Ms. Miriam Frankel  
JEFFREY A. KERN, ESQ

Suite 264  
11900 Biscayne Boulevard  
Miami, FL 33181

FILED  
98 AUG 26 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: M F T, INC.

100002626141--1  
-08/27/98--01004--001  
\*\*\*\*122.50 \*\*\*\*122.50

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: Robert Maxwell

EXAMINER'S INITIALS:

DMC 8/27/98

RECEIVED  
98 AUG 26 PM 4:14  
DIVISION OF CORPORATION

FILED

98 AUG 26 AM 9:48

ARTICLES OF INCORPORATION  
OF  
M F T, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be M F T, INC., and the initial address of this corporation shall be 7251 Biscayne Boulevard, Miami, FL 33138.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value/Per Share</u>	<u>Class of Stock</u>
1000	\$1.00	common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 7251 Biscayne Boulevard, Miami, FL 33138, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Frank Thomashefsky.

#### ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

#### ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

FRANK THOMASHEFSKY  
692 N.E. 62 Street  
Miami, FL 33138

MIRIAM FRANKEL-THOMASHEFSKY  
692 N.E. 62 Street  
Miami, FL 33138

#### ARTICLE VIII

The name and address of the Incorporator is Frank Thomashefsky, 692 N.E. 62nd Street, Miami, Florida 33138.

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is so also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

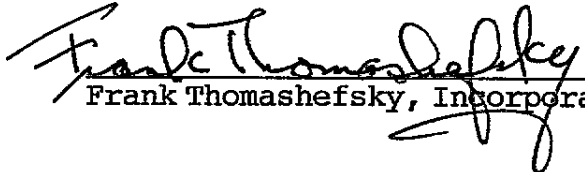
#### ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal on this 25th day of August, 1998.

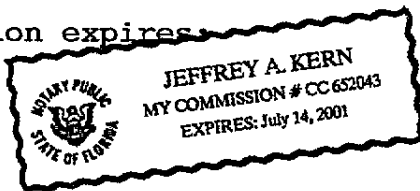
  
Frank Thomashefsky, Incorporator

STATE OF FLORIDA        )  
                                  ) SS:  
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared FRANK THOMASHEFSKY, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid on this 25th day of August, 1998.

My commission expires:



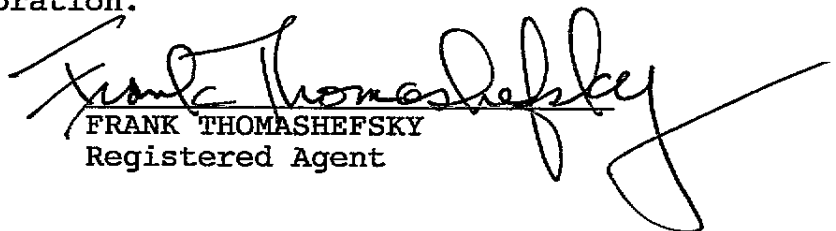
  
NOTARY PUBLIC

State of Florida at Tallahassee

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Being named as Registered Agent, I represent that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
FRANK THOMASHEFSKY  
Registered Agent