



ACCOUNT NO. : 072100000032

REFERENCE : 006894 81686A

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 78.75

ORDER DATE : October 23, 1998

ORDER TIME : 10:38 AM

ORDER NO. : 006894-005

CUSTOMER NO: 81686A

CUSTOMER: Olga Bradham, Legal Asst
KEITH MACK, LLP
KEITH MACK, LLP
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 PM 2:24

DOMESTIC FILING

NAME: MACARLY CORPORATION

500002671205--4

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: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
98 OCT 23 AM 11:27
DIVISION OF CORPORATIONS
868

ARTICLES OF INCORPORATION

OF

MACARLY CORPORATION, a Florida corporation

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ARTICLE I

Name

The name of the corporation is **MACARLY CORPORATION, a Florida corporation.**

ARTICLE II

Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing upon the filing of these Articles of Incorporation with the Florida Division of Corporation of the Department of State.

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 General Corporation Act.

ARTICLE IV

Capital Stock

This 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 "Common Shares."

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 200 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: Richard A. Wood, Esquire.

ARTICLE VI

Initial Board of Directors


This corporation shall initially have two (2) directors. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than ONE (1). The names and addresses of the initial directors of the corporation are: CARLOS ALBERTO CARVALHO and MARLY CARVALHO, c/o Richard A. Wood, Esq., 200 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

ARTICLE VII

Incorporator

The name and address of the person signing these Articles is: RICHARD A. WOOD, Esq., 200 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 22nd day of October, 1998.

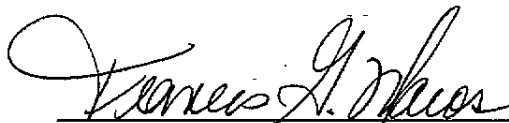

RICHARD A. WOOD, Subscriber

STATE OF FLORIDA)
)ss
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **RICHARD A. WOOD, ESQUIRE** known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 22nd day of October, 1998.

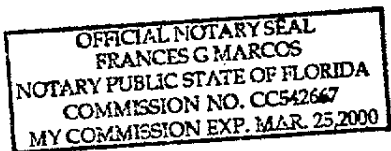
My Commission Expires:



Notary Public, State of Florida

Frances G. Marcos

Print Name



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 PM 2:24

**MACARLY CORPORATION,
a Florida corporation**

In pursuance of Section 607.034, Florida Statutes, the following is submitted, in compliance with
said Act:

First--that **MACARLY CORPORATION, a Florida corporation**, desiring to organize under the
laws of the State of Florida with its principal office at: c/o KEITH MACK LLP, 200 South Biscayne
Boulevard, 20th Floor, Miami, Florida 33131, has named Richard A. Wood, Esquire, located at 200 South
Biscayne Boulevard, 20th Floor, 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 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.


RICHARD A. WOOD