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CORRESPONDING OFFICE

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CORRESPONDING OFFICE

One Gateway Center
Suite 2600
Newark, New Jersey 07102

P99000002005

January 4, 1999

TRANSMITTAL LETTER

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300002733743--2
-01/07/99--01089--017
*****78.75 *****78.75


SUBJECT: MICROWAX CORPORATION

Enclosed please find the original Articles of Incorporation for **MICROWAX CORPORATION**, along with a check in the amount of \$78.75 for filing fee and designation of registered agent. Also enclosed is a photocopy of the Articles of Incorporation and a stamped, self-addressed envelope. Please return the clocked in copy to my office in the envelope provided.

Thank you,

LAW OFFICES OF
MICHAEL I. SANTUCCI, P.A.

BY:


Michael I. Santucci, Esquire

MIS/mbh

Enclosures

Dmc
1-7-99

FILED
99 JAN -7 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FILED
99 JAN -7 PM 2:56
OFFICE OF THE CLERK OF THE COURT
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

MicroWax Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**51 Northwest 45th Avenue, #206
Deerfield Beach, Florida 33442**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000)

ARTICLE IV PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V RESTRICTIONS ON TRANSFER OF SHARES

No shares shall be issued or transferred without the express approval of the board of directors.

ARTICLE VI OFFICERS

The initial officers shall be as follows, and shall serve until the first meeting of the board of directors or until her successors are elected and qualified:

The names and addresses of the initial officers shall be:

**Darla L. Beckwith
51 Northwest 45th Avenue, #206
Deerfield Beach, Florida 33442**

ARTICLE VII BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until her successors are elected and qualified are:

**Darla L. Beckwith
51 Northwest 45th Avenue, #206
Deerfield Beach, Florida 33442**

ARTICLE VIII INITIAL REGISTERED AGENT/ADDRESS

The name and address of the initial registered agent is:

**Darla L. Beckwith
51 Northwest 45th Avenue, #206
Deerfield Beach, Florida 33442**

ARTICLE IX INCORPORATOR

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

**Darla L. Beckwith
51 Northwest 45th Avenue, #206
Deerfield Beach, Florida 33442**

The undersigned incorporator has executed these Articles of Incorporation this 4th day of January, 1999.


DARLA L. BECKWITH

Prepared by:

Michael I. Santucci, Esquire
4901 North Federal Highway, Suite 440
Fort Lauderdale, Florida 33308
Telephone: (954) 492-0071
Florida Bar Number: 0105260

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

FILED

99 JAN -7 PM 2:56

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, **MICROWAX CORPORATION**, UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **MicroWax Corporation**.
2. The name and address of the registered agent is:

Darla L. Beckwith
51 Northwest 45th Avenue, #206
Deerfield Beach, Florida 33442

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

1/4/99
DATE

Darla L. Beckwith
DARLA L. BECKWITH

Prepared by:

Michael I. Santucci, Esquire
4901 North Federal Highway, Suite 440
Fort Lauderdale, Florida 33308
Telephone: (954) 492-0071
Florida Bar Number: 0105260