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600002737256

-03/08/99--01068--004

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. M. & A MANAGEMENT CO. INC. (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

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- Photocopy
- Certificate of Status

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAR -8 AM 11:15

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Examiner's Initials

ARTICLES OF INCORPORATION

of
M. & A MANAGEMENT CO. INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

M. & A. MANAGEMENT CO. INC.

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ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	ALEXANDER FERRAN		
ADDRESS	5578 NW 105 CT		
CITY	MIAMI	FLORIDA	ZIP 33178

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	ALEXANDER FERRAN		
ADDRESS	5578 NW 105 CT		
CITY	MIAMI	FLORIDA	ZIP 33178

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. 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 director(s) of the corporation are as follows:

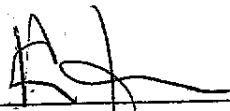
NAME	ALEXANDER FERRAN		
ADDRESS	5578 NW 105 CT		
CITY	MIAMI	STATE FLORIDA	ZIP 33178
NAME	MAYDOLLE FERRAN		
ADDRESS	5578 NW 105 CT		
CITY	MIAMI	STATE FLORIDA	ZIP 33178
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	ALEXANDER FERRAN		
ADDRESS	5578 NW 105 CT		
CITY	MIAMI	STATE	FLORIDA ZIP 33178
NAME	MAYDOLLE FERRAN		
ADDRESS	5578 NW 105 CT		
CITY	MIAMI	STATE	FLORIDA ZIP 33178
NAME			
ADDRESS			
CITY		STATE	ZIP

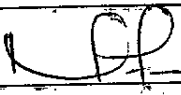
the undersigned subscriber(s) have executed these Articles of Incorporation this 4th
day of MARCH, 19 99.



(Seal)

ALEXANDER FERRAN

(Seal)



(Seal)

MAYDOLLE FERRAN

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

M. & A MANAGEMENT CO. INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 5578 NW 105 CT
MIAMI FLORIDA 33178

has named ALEXANDER FERRAN
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)

ALEXANDER FERRAN

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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