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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.**M.C. INTERNATIONAL CORPORATION**

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

M.C. INTERNATIONAL CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of this corporation is M.C. INTERNATIONAL CORPORATION, and its principal place of business is 6401 Cow Pen Road, Suite R-204, Miami, Florida 33014.

ARTICLE TWO

DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSES

The general purpose for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be a single class, and shall have a par value of \$1.00 per share.

PREPARED BY: RAUL GASTESL JR.
GASTESL & ASSOCIATES, P.A.
225 ALCAZAR AVENUE
CORAL GABLES, FLORIDA 33134

TEL: 305-567-5885

FAX: 305-567-5885

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ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 225 Alcazar Avenue, Coral Gables, Florida 33134, and the name of its registered agent at such address is RAUL GASTESI, JR.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one. The name and address of the person who is to serve as the member of the initial board of directors is:

Carlos Jourdan E. Brazil
6401 Cow Pen Road
Suite R-204
Miami Lakes, FL 33014

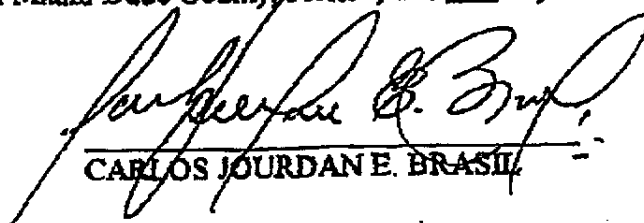
ARTICLE SEVEN

INCORPORATORS

The name and address of the incorporator is:

Carlos Jourdan E. Brazil
6401 Cow Pen Road
Miami Lakes, FL 33014

Executed by the undersigned at Miami-Dade County, Florida, this 22nd day of June, 1999.


CARLOS JOURDAN E. BRASIL

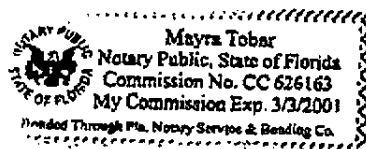
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STATE OF FLORIDA)
)
 COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared CARLOS JOURDAN E. BRASIL to me known to be the person described herein or who provided _____ as identification, who subscribed the above Articles of Incorporation and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Dade County, Florida this 23rd day of June, 1999.



Mayra Tobar
 NOTARY PUBLIC, State of Florida
 At Large

SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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My Commission Expires:

ACKNOWLEDGMENT OF APPOINTMENT

BY REGISTERED AGENT

Having been named as registered agent for M.C. INTERNATIONAL CORPORATION, at 225 Alcazar Avenue, Coral Gables, Florida 33134, I hereby agree to act in such capacity and agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, relative to the complete and proper performance of the duties of registered agent, and am familiar with and accept the obligations of registered agent.

Raul Gastesi, Jr.
 Registered Agent: RAUL GASTESI, JR.

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