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PLEASE REPLY TO:

POST OFFICE BOX 11025
FORT LAUDERDALE, FLORIDA 33339

OF COUNSEL:
WILLIAM ROBERT LEONARD

July 14, 1999

Mr. David Mann, Director
Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32301

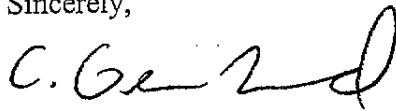
Re: MISHA, INC.

Dear Mr. Mann:

I enclose herewith the original and one copy of the Articles of Incorporation of Misha, Inc., as well as a check in the amount of \$122.50, as and for the filing fee for said Articles and Registered Agent Designation.

Please return the certified copy of Articles of Incorporation to us as soon as is possible. Your quick service is greatly appreciated.

Sincerely,



C. GLENN LEONARD
CGL/cb
Enclosures/Articles

FILED
1999 JUL 26 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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****122.50 ****78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MISHA, INC.

ARTICLE I - NAME

The name of this corporation shall be MISHA, INC.

Article II - Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including specifically that permitted by Chapter 607, Florida Statutes.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 500 shares of common stock having a nominal or par value of One Dollar and No/100 (\$1.00) per share.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial Registered Agent is:

MICHAEL A. ESPOSITO
2800 North Federal Highway, Suite No. 8
Boca Raton, Florida 33431

ARTICLE V - DIRECTORS

The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the person serving on the initial Board of Directors is as follows:

MICHAEL A. ESPOSITO 2800 North Federal Highway,
Suite No. 8
Boca Raton, Florida 33431

ARTICLE VI - INCORPORATOR

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


MICHAEL A. ESPOSITO 2800 North Federal Highway
Suite No. 8

Boca Raton, Florida 33431

ARTICLE VII -- PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 2800 North Federal Highway, Suite No. 8, Boca Raton, Florida 33431.

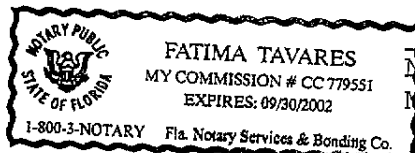
The undersigned Incorporator has executed these Articles of Incorporation this 16 day of July 1999.

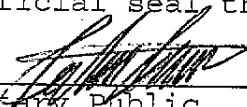

MICHAEL A. ESPOSITO

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that this day in the next above named State and County, before me, an officer duly authorized and acting, personally appeared, MICHAEL A. ESPOSITO, who presented DRIVERS license as identification and who executed the foregoing instrument, and acknowledged then and there before me that he executed said instrument for the purposes and reasons set out therein.

WITNESS my hand and official seal this 16 day of July 1999.




Notary Public

My Commission expires: 9/30/2002

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

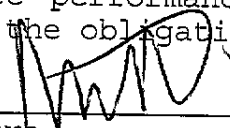
Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is : MISHA, INC., 2800 North Federal Highway, Suite No. 8, Boca Raton, Florida 33431.

2. The name and address of the registered agent is:

MICHAEL A. ESPOSITO
2800 North Federal Highway, Suite No. 8
Boca Raton, Florida 33431

Having been named as registered agent and 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.



Signature

FILED
1999 JUL 26 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA