

P 99000074874

ROBINSON AND MARKS,
P.A.

Attorneys and Counsellors at Law

1590 NE 162nd Street, Suite 200
North Miami Beach, Florida 33162
Phone:(305) 949-5880 * Fax:(305) 949-7323

Paul J. Robinson, Esq.
Jonathon Jay Marks, Esq.

Via Federal Express

16th August 1999

State of Florida
Department of State
New Corporation Filing Division
409 East Gaines
Tallahassee, Florida 32399

FILED
99 AUG 17 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: FILING ATICLES OF INCORPORATION OF FOUR (4) CORPORATIONS

Dear Filing Officer:

700002961927--0
-08/17/99--01044--003
-***490.00 *****78.75

Enclosed is an original and one copy of the Articles of Incorporation for each of the following new for-profit Florida corporations. Please file the originals in your offices and return to this office one certified copy of each.

A check in the amount of \$490.00 covering the various fees in connection with the filing and certified copy of the four corporations is enclosed.

Very truly yours

PAUL J. ROBINSON, Esq.

enclosures as stated

8/23/99
[Signature]

ARTICLES OF INCORPORATION
OF
MZ COMMUNICATIONS CORPORATION

FILED
99 AUG 17 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, do hereby make, subscribe, execute, acknowledge, and deliver for filing this Certificate of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I. NAME

The name of this corporation will be:

MZ COMMUNICATIONS CORPORATION

The principal office and business address is:

330 Biscayne Boulevard, 7th Floor
Miami, Florida 33132

ARTICLE II. PURPOSE AND POWERS

The general nature of the business and the objects and purposes to be transacted and carried on are, to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III. STOCK

The stock of this corporation will be divided into 100 shares of stock, at no par value per share. All said stock will be payable in cash, property, labor, or services, at a just valuation to be fixed

by the Board of Directors, at a meeting called for that purpose. Property, labor, or services may be purchased or paid for with capital stock, at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose.

ARTICLE IV. TERM

This corporation will have perpetual existence.

ARTICLE V. DIRECTORS

The number of directors of this corporation will be not less than one or more than three. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws. A majority vote of the directors shall be required for corporate acts requiring the consent of the Board of Directors. The name and address of the person who is to serve as Director until the first annual meeting of Stockholders or until his successor is elected and shall qualify is:

Frank Valdez
330 Biscayne Boulevard, 7th Floor
Miami, Florida 33132

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any

ARTICLES OF INCORPORATION
MZ COMMUNICATIONS CORPORATION

and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

ARTICLE VI. OFFICERS

The office of the President, Vice President, Secretary, and Treasurer, any or all of which, may be held by the same person.

ARTICLE VII. INCORPORATOR

The name and post office address of the incorporator making, subscribing, signing, executing,

ARTICLES OF INCORPORATION
MZ COMMUNICATIONS CORPORATION

acknowledging, and causing to be delivered this Certificate of Incorporation for filing with the Department of State are:

Frank Valdez
330 Biscayne Boulevard, 7th Floor
Miami, Florida 33132

ARTICLE VIII. REGISTERED AGENT

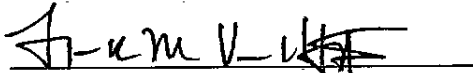
The registered agent and street address of the registered office, place of business, or location for the service of process within this State is as follows:

Allen P. Reed, Esq.
Allen P. Reed, Esq., P.A.
1590 NE 162nd Street, Suite 200
North Miami Beach, Florida 33162

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged the foregoing Certificate of Incorporation to be filed in the office of the Secretary of State, State of Florida, this 9th day of August 1999.


FRANK VALDEZ -- incorporator

ARTICLES OF INCORPORATION
MZ COMMUNICATIONS CORPORATION

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

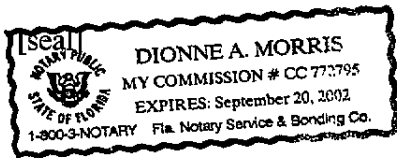
The foregoing instrument was acknowledged before me this 9th day of August 1999, by Frank Valdez, who is personally well known to me or who produced his Florida driver license number _____ as identification.

My Commission expires: 9/02

(sign) Dionne A. Morris

(print) Dione Morris

Notary Public, State of Florida at Large

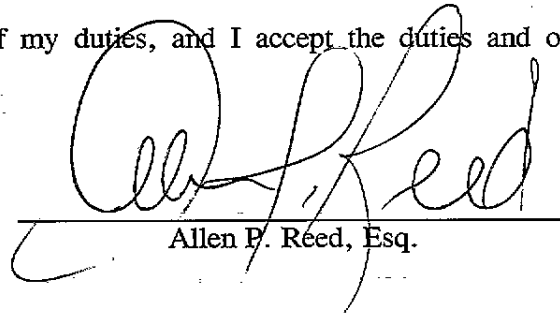


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapter 607, Florida Statutes, the following is submitted:

MZ COMMUNICATIONS CORPORATION, desiring organize under the laws of the State of Florida, has named Allen P. Reed, Esq., Allen P. Reed, Esq., P.A., of 1590 NE 162nd Street, Suite 200, North Miami Beach, Florida 33162, 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 the place designated in this Certificate of Incorporation, I hereby accept this appointment, agree to serve in this capacity and to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607, Florida Statutes.


Allen P. Reed, Esq.

Date: August 9th, 1999

FILED
99 AUG 17 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA