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September 16, 1999
Via Federal Express

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
1999 SEP 17 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
500002990205
-09/17/99-01093-008
*****70.00 *****70.00

RE: Articles of Incorporation of Magic Tree Investments, Inc.

Dear Madam or Sir:

Enclosed please find original and one copy of Articles of Incorporation of Magic Tree Investments, Inc. and original Certificate of Designation of Registered Agent/Registered Office together with my check in the amount of \$70.00 for filing fee. Please file the Articles of Incorporation and return a receipted copy to me in the enclosed prepared Federal Express mailer.

Thank you for your assistance.

Very truly yours,

Jeffrey H. Rosenthal

JHR:rg
Enclosures

Renee Galtierne GAVE
AUTHORIZATION BY PHONE TO
CORRECT VI - title
DATE 9-27-99
DOC. EXAM CG

24 9/27

FILED
1999 SEP 17 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MAGIC TREE INVESTMENTS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: MAGIC TREE INVESTMENTS, INC. The address of the principal office of this corporation shall be 2424 North Federal Highway, Suite 460, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2424 North Federal Highway, Suite 460, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Jeffrey H. Rosenthal.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jeffrey H. Rosenthal, Esq.
2424 North Federal Highway, Suite 460
Boca Raton, Florida 33431
director

ARTICLE VII - SPECIAL PROVISION

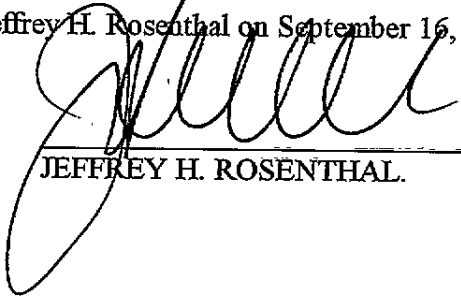
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 *et. seq.*, and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII - INCORPORATOR

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

Jeffrey H. Rosenthal
2424 North Federal Highway, Suite 460
Boca Raton, Florida 33431

IN WITNESS WHEREOF, these Articles of Incorporation have been executed on behalf of the Corporation by its duly authorized agent Jeffrey H. Rosenthal on September 16, 1999.



JEFFREY H. ROSENTHAL.


CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF 607.0501, 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 MAGIC TREE INVESTMENTS, INC.
2. The name and address of the registered agent and office is: JEFFREY H. ROSENTHAL, 2424 North Federal Highway, Suite 460, Boca Raton, Florida 33431.

ACKNOWLEDGEMENT

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.


JEFFREY H. ROSENTHAL
Registered Agent
2424 North Federal Highway, Suite 460
Boca Raton, Florida 33431
(561) 391-1304

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