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SPENCER & KLEIN
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 1901
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Transmitted via Federal Express

November 3, 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

900003035239-8
-11/04/99-01067-016
*****78.75 *****78.75

Re: Articles of Incorporation - Majestic Lion, Inc.
File No.: 4596.00

Dear Sir or Madam:

Please find enclosed herewith, an original and one (1) fully executed copy of the Articles of Incorporation for MAJESTIC LION, INC., together with a check for \$78.75. Please return a certified copy of the Articles of Incorporation to the undersigned in the enclosed, self-addressed, stamped Federal Express Pak.

Should you have any questions or concerns, please feel free to contact the undersigned.

Sincerely,



Kevin Spencer
For the Firm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encl.

T. Burch NOV 5 1999

**ARTICLES OF INCORPORATION
OF
MAJESTIC LION, INC.**

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

Article I

The name of the corporation is **Majestic Lion, Inc.**, and its address is c/o Spencer & Klein, P.A., 801 Brickell Avenue, Suite 1901, Miami, Florida 33131.

Article II

The duration of the corporation shall be perpetual.

Article III

The general purposes for which the corporation is organized are:

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

Article IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 200. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Article V

Registered Office and Agent

The street address of the initial registered office of the corporation is c/o Spencer & Klein, P.A., 801 Brickell Avenue, Suite 1901, Miami, Florida 33131, and the name of the initial

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registered agent at such address is Kevin Spencer, Esq.

Article VI

Directors

The number of directors constituting the Board of Directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial Board of Directors is one (1). The name and address of the person who is to serve as the member of the initial Board of Directors is:

Name: ALEXANDRA COHN
Address: c/o Spencer & Klein, P.A.
801 Brickell Avenue, Suite 1901
Miami, Florida 33131

Article VII

Incorporator

The name and address of the Incorporator is:

ALEXANDRA COHN
c/o Spencer & Klein, P.A.
801 Brickell Avenue, Suite 1901
Miami, Florida 33131

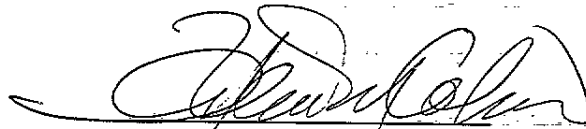
Article VIII

Indemnification

The corporation shall indemnify each director, officer, and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit, or proceeding in which he may be involved, by reason of his being or having been an officer, director, or shareholder of the corporation to the full extent permitted by the laws of the

State of Florida.


Executed by the undersigned on the 3rd day of October, 1999.



ALEXANDRA COHN
Incorporator

STATEMENT OF ACCEPTANCE OF
REGISTERED AGENT DUTIES -
MAJESTIC LION, INC.

I, KEVIN SPENCER, ESQ., am familiar with and accept the duties and responsibilities
of Registered Agent for MAJESTIC LION, INC.



KEVIN SPENCER, ESQ.
Registered Agent for Majestic Lion, Inc.

OCTOBER 3, 1999

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