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MARK R. STARKMAN
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OF COUNSEL

January 21, 1999

PLEASE REPLY TO:
CORAL GABLES OFFICE

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Domestication of Malovic, S.A. (the "Corporation")
Our Client File No. 4584A(a)

To Whom It May Concern:

Enclosed you will find the following with reference to the domestication of the above referenced Corporation:

1. Certificate of Domestication
2. Articles of Incorporation for Malovic, Inc.
3. Certificate of Designation of Registered Agent/Registered Office.
4. A check in the amount of \$120.

200002753522-6
-01/25/99-01099-002
***\$120.00 ***\$120.00

Your cooperation in this matter is appreciated. Please acknowledge your receipt of this letter and the enclosures by signing the enclosed acknowledgement copy of this letter and returning it in the envelope provided.

Cordially,

PACKMAN, NEUWAHL & ROSENBERG

LESLIE A. SHARE

Enclosures

cc / encl: Alan Kirzner, CPA
y:\wpdata\delacruz\4584\div.corp.ltr.doc

FILED
99 JAN 25 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK, JAN 28 1999

CERTIFICATE OF DOMESTICATION

The undersigned, Leslie A. Share, Attorney-in-Fact of Malovic, S.A., a non-U.S. Corporation, in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was June 18, 1974.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Republic of Panama.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Malovic, S.A.
4. The name of the corporation as set forth in its articles of incorporation to be filed pursuant to ss. 607.0401 and 607.0202 with this certificate is Malovic, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Republic of Panama.

I am Attorney-in-Fact, of Malovic, S.A., am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 23rd day of December, 1998.



LESLIE SHARE
Authorized Signature

99 JAN 25 AM 8:33
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 25 AM 8:33

FILED

ARTICLE I NAME

The name of the Corporation shall be MALOVIC, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

108 Cypress Pt.
St. Simons Island, Ga. 31522.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having no par value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent are:

Atrium Registered Agents
1500 San Remo Avenue, Suite 125
Coral Gables, FL 33146

ARTICLE V INCORPORATOR

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

Leslie A. Share
1500 San Remo Avenue, Suite 125
Coral Gables, FL 33146



Signature/Incorporator

January 5, 1999
Date

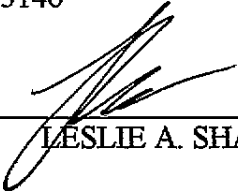
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 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: MALOVIC, INC.
2. The name and address of the registered agent and office is:

ATRIUM REGISTERED AGENTS, INC.
1500 San Remo Avenue, Suite 125
Coral Gables, FL 33146

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99 JAN 25 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



LESLIE A. SHARE

Vice President

TITLE

January 5, 1999

DATE

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.

By: 

Leslie Share, Vice President

Date: January 5, 1999