





FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 19, 2000

EMPIRE

SUBJECT: M & R HOLDINGS CORP.  
REF: W00000015533

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS M-R HOLDINGS CORPORATION DOC #P97000095064.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

FAX Aud. #: H00000032652  
Letter Number: 800A00034728

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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is  
Mobecca Holding Corp.

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ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of  
Finance Company
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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**ARTICLE FOUR**

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be \$ 5.00 par value.

**ARTICLE FIVE**

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons.

**ARTICLE SIX**

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the share of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

**ARTICLE SEVEN**

The street address of the initial principal office of the corporation is

9370 Sunset Drive, Suite A-214

Miami, FL 33173

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ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Eduardo J. Mendez President/Secretary	5440 SW 133 <sup>rd</sup> Court Miami, FL 33175

ARTICLE NINE

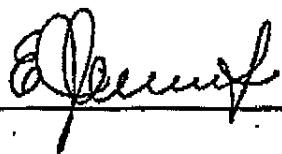
A unanimous vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Eduardo J. Mendez	5440 SW 133 <sup>rd</sup> Court Miami, FL 33175

Executed by the undersigned at Miami, Florida on June 15, 2000.

  
\_\_\_\_\_

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

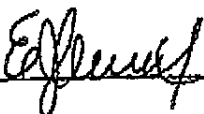
In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First- That Mobecca Holding Corp. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Miami, County of Miami-Dade, State of Florida has named Eduardo J. Mendez located at 5440 SW 133<sup>rd</sup> Court, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in the certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:

  
\_\_\_\_\_

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