

P01000281370

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MB FACTORS INC. (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) 800004539748--8
4. _____ (Corporation Name) _____ (Document #) -08/17/01--01029--007
*****78.75 *****78.75

- Walk in Pick up time 2.05 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 01 AUG 17 PM 1:57
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

RECEIVED
 DIVISION OF STATE
 DEPARTMENT OF REVENUE
 2001 AUG 17 AM 10:47
 SUFFICIENCY TO AGENCY

Examiner's Initials _____

ARTICLES OF INCORPORATION
OF
MB FACTORS INC.

ARTICLE I

The name of this corporation shall be: MB FACTORS INC.

ARTICLE II

This corporation shall have perpetual existence, unless--
sooner dissolved in accordance with the laws of the State of
Florida.-

ARTICLE III

This corporation is organized for the purpose of transacting--
any and all business permitted under the laws of the United -
States and the State of Florida.-

ARTICLE IV

This Corporation is authorized to issue ONE HUNDRED SHARES
(100) shares of ONE DOLLAR (\$ 1.00) ----- par
value of common stock, which shall be designated "Common-
Stock".-

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of
this Corporation of the same kind, class or series as that --
which he already holds, shall have the right to purchase his-
pro rata share thereof (as nearly as may be done without
issuance of fractional share) at the price at which is
offered to others.-

FILED
01 AUG 17 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI

The street address of the initial principal office of this Corporation is: 2095 NW 141 ST - OPA LOCKA, FL. 33054 and the name of the initial Registered Agent of this Corporation is: DANIEL CABALLERO
1500 W 76 ST
HIALEAH, FL. 33014

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE director(s) initially. - The number of directors may be either increased or diminished -- from time to time by the bylaws but shall never be less than ONE.

The name(s) and address(es) of the initial director(s) of the Corporation is(are):

DANIEL CABALLERO
1500 W 76 ST
HIALEAH, FL. 33014

President
V. President
Secretary
Treasurer

SHARE
100%

ARTICLE VIII

1.- The initial bylaws of this Corporation shall be adopted -
by the Board of Directors.- The bylaws may be amended from --
time to time by either the stockholders or the directors.- --
The stockholders may amend, alter or repeal any bylaw adopted
by the directors.- The directors may not alter, amend or re--
peal any bylaws adopted by the stockholders, nor may the - -
directors adopt bylaws which would be in conflict with the --
bylaws adopted by the stockholders.-

2.- Any incorporator or stockholder present at any meeting, -
either in person or by proxy, and any director present in --
person at any meeting of the Board of Directors, shall be --
deemed to have received proper notice of such meetings unless
he shall make objection at such meeting to any defect in --
sufficiency of notice.-

3.- Each director and officer of the corporation, whether or--
not then in office, shall be indemnified by the Corporation--
against all costs and expenses reasonable incurred by or --
imposed upon him in connection with or arising out of any --
claim, demand, action, suit or proceeding in which he may be --
involved or to which he may be a party by reason of his being
or having been a director or officer of the Corporation, said
costs and expenses to include attorney's fees and the costs--
of reasonable settlement made with a view to curtailment of -
costs of litigation, except in relation to matters as to -

which he finally shall be adjudged in any such action, suit--
or proceeding to have been derelict in the performance of his
duty as such officer or director.- Such right of indemnifica-
tion shall not be exclusive of any other rights to which he -
may be entitled as a matter of law; and the foregoing right -
of indemnification shall inure to the benefit of the heirs, -
executors and administrators of any such director or officer.

4.- A director or officer of the Corporation shall not be
disqualified by his office from dealing or contracting with -
the Corporation either as a lender, purchaser, or otherwise,-
nor shall any transaction or contract of the Corporation be -
void or voidable by reason of the fact that any director or -
officer or any firm of which any director or officer is a or -
any corporation of which any director or officer is a stock--
holder or director, is in any way interested in such transac-
tion or contract, provided that such contract or transaction-
is or shall be authorized, ratified, or approved by either: -
(a) a vote of a majority of the outstanding shares of the --
stock in the Corporation entitled to vote; or (b) a vote of a
majority of the board of directors having no interest in such
contract or transaction.- A director interested in the
contract or transaction who is present may participate in the
meeting and may be counted for quorum purposes.- Additionally
no director or officer shall be liable to account to the Cor-
poration for any profits realized by, from, of through any
such transaction or contract authorized, ratified or approved

as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a stockholder, officer, or director, was interested in such transaction or contract.- Nothing herein contained shall create liability in the event above described or prevent the authorized approval of such transactions or contracts in any other manner permitted by law.-

ARTICLE IX

The name(s) and address(es) of the person(s) signing these articles is(are): DANIEL CABALLERO
1500 W 76 ST
HIALEAH, FL. 33014

IN WITNESS WHEREOF:

The undersigned subscriber(s) has(have) executed these articles of incorporation this 1st day of August 2001.-



DANIEL CABALLERO
PRESIDENT

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT - UPON WHOM SERVICE OF PROCESS MAY BE MADE.-


In compliance with section 607.034 of the Florida Statutes the following is submitted:

Desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of OPA LOCKA County of MIAMI-DADE Florida, whose Corporate name is: MB FACTORS INC. has named as its Agent to accept service of process within State of Florida: DANIEL CABALLERO.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-mentioned Corporation, at place designated in this Certificate, I here by agree to act in this capacity, and further agree to comply with the provisions of all the Statutes relative to the proper and complete performance of my duties.

Dated this 1st day of August 2000


RESIDENT AND REGISTER AGENT
DANIEL CABALLERO
1500 W 76 ST.
HIALEAH, FL. 33021

04 AUG 17 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED