

PO2000083381

OFFICE USE ONLY (DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

700006591707--5
-07/23/02--01053-016
*****78.75 *****78.75

OFFICE USE ONLY

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

1. G & L COMPANY, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 9:00 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"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 02 JUL 23 PM 12:05
 DIVISION OF CORPORATION
 FILED
 02 AUG - 1 PM 12:33
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials BM 8/1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 23, 2002

LAZARUS

SUBJECT: G & L COMPANY, INC.
Ref. Number: W02000021246

We have received your document for G & L COMPANY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 302A00044828

RECEIVED
02 AUG - 1 AM 10:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
02 AUG -1 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF

M & Q DEVELOPMENT, INC.

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form of Corporation under the Laws of the State of Florida.

ARTICLE I, NAME OF CORPORATION :

The name of the Corporation shall be :

M & Q DEVELOPMENT, INC.

ARTICLE II, GENERAL NATURE OF THE BUSINESS :

The general nature of the business and the object and purposes to be transacted and carried on are :

To conduct any and all business not prohibited by the laws of the United States and State of Florida.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and in other states and other countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate properties, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other Corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III, CAPITAL STOCK :

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100,000 shares at 0.10 par value. Such stocks may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

ARTICLE IV, INITIAL CAPITAL :

The number of shares with which this Corporation shall commence business is not less than 100,000 shares common stock, and the amount of Capital with which this Corporation shall commence business not be less than TEN THOUSAND (\$10,000)-----

ARTICLE V, TERM :

The Corporation shall continue perpetually, unless sooner dissolved according to laws.

ARTICLE VI, PRINCIPAL PLACE OF BUSINESS :

The initial place of business of said Corporation in this State shall be: 557 SOUTH BISCAYNE RIVER DRIVE N. MIAMI FL, 33169 the Board of Directors may, from time to time, move the principal place of business, or the place of the office to any other address in the State of Florida.

ARTICLE VII, DIRECTORS :

The business of the Corporation shall be conducted by a Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of stockholders, and the several officers as the case may be provided for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

ARTICLE VIII, FIRST BOARD OF DIRECTORS :

The name and the post office address of the members of the First Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, as follows

GREGORIO S. MARTINEZ
557 SOUTH BISCAYNE RIVER DRIVE
N. MIAMI FL, 33169

LETICIA QUAN
557 SOUTH BISCAYNE RIVER DRIVE
N. MIAMI FL, 33169

ARTICLE IX, SUBSCRIBERS :

The proceeds of the stocks subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the subscribers to the capital stock and the number of the shares subscribed for are as follows :

GREGORIO S. MARTINEZ
557 SOUTH BISCAYNE RIVER DRIVE
N. MIAMI FL, 33169 55,000 SHARES AT 0.10

LETICIA QUAN
557 SOUTH BISCAYNE RIVER DRIVE
N. MIAMI FL, 33169 45,000 SHARES AT 0.10

ARTICLE X, OFFICERS:

The names and post office addresses of the officers, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows :

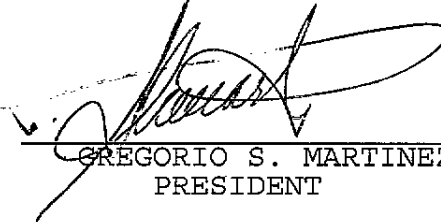
GREGORIO S. MARTINEZ
557 SOUTH BISCAYNE RIVER DRIVE
N. MIAMI FL, 33169 PRESIDENT

LETICIA QUAN
557 SOUTH BISCAYNE RIVER DRIVE
N. MIAMI FL, 33169 SECRETARY/TREASURER

ARTICLE XI, AMENDMENT :

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by a majority of the stocks entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

We, the undersigned, being the original subscribers to the capital stock and Articles of Incorporation, herein above named for the purpose of forming a Corporation to do business within and outside the State of Florida, General Act of 1925, and all amendments hereto, do make and stated are true and do respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hands and seal on the 18TH day of July 2002.



GREGORIO S. MARTINEZ
PRESIDENT




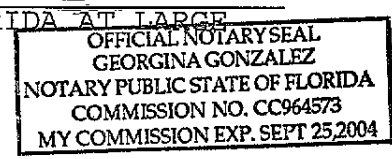
LETICIA QUAN
SECRETARY/TREASURER

STATE OF FLORIDA)
)
COUNTY OF DADE)

I, HEREBY CERTIFY THAT on this day, before me a Notary Public, duly authorized in the State of Florida and County of Dade, to take acknowledgement, personally appeared GREGORIO S. MARTINEZ and LETICIA QUAN ----- to me well known to be the foregoing Articles of Incorporation, and acknowledge me that they subscribed to those Articles of Incorporation.

WITNESS MY HAND AN OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE, THIS 22 DAY OF July, 2002.



NOTARY PUBLIC-STATE OF FLORIDA AT LARGE


MY COMMISSION EXPIRES:

Personally Know _____ or Produced Identification
Type of Identification Produced _____ Passport _____

CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE SERVICE WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY BE SERVED:


In pursuance of Chapter 48,901 Section 607,164 Florida Statutes, the following is submitted, in compliance with said act :

FIRST: M & Q DEVELOPMENT, INC.

desiring to organize under the laws of State of Florida, with the principal office, as indicate in the Articles of Incorporation, at the City of N. Miami County of Dade State of Florida has named: **GREGORIO S. MARTINEZ** Mailing address: 557 SOUTH BISCAYNE RIVER DRIVE N. MIAMI FL, 33169 as its Agent to accept service of process within this state.

ACKNOWLEDGEMENT :

Having been named to accept services of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



GREGORIO S. MARTINEZ
RESIDENT AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 AUG - 1 PM 12: 33

FILED