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02 NOV 26 PM 4: 04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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LAZARUS CORPORATE FILING SERVICE

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

1. THE GUARDIAN, FNC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
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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
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<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 25, 2002

LAZARUS CORPORATE FILING SERVICE

SUBJECT: THE GUARDIAN, INC.
Ref. Number: W02000033446

RECEIVED
02 NOV 26 PM 2:57

We have received your document for THE GUARDIAN, 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) 245-6962.

Valerie Ingram
Document Specialist
New Filing Section

Letter Number: 302A00063394

CERTIFICATE OF INCORPORATION

OF

M.B. GUARDIAN INC.

FILED
02 NOV 26 PM 4: 04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I (we) the undersigned, do to hereby associate ourselves together and subscribe this Certificate of incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

*****ARTICLE ONE*****

The name of the of the corporation shall be:

M.B. GUARDIAN INC.

*****ARTICLE TWO*****

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

*****ARTICLE THREE*****

The maximum number of shares of stock, which the corporation shall have outstanding at any time, shall be Ten Thousand (10000) Shares of Stock, which shall be common stock of a par value per share. All or any part of the capital stock may be paid either in lawful monies of the United States of America, or in services, at true value thereof.

*****ARTICLE FOUR*****

This corporation shall begin business with a minimum capital of the amount of One Hundred (\$100.00) Dollars.

*****ARTICLE FIVE*****

This corporation shall have perpetual existence.

*****ARTICLE SIX*****

The principal office of the corporation shall be located at:

7620 NW 2nd TERRACE

MIAMI, FL. 33126

Other office for the transaction of business may be located wherever the Directors may deem necessary or expedient.

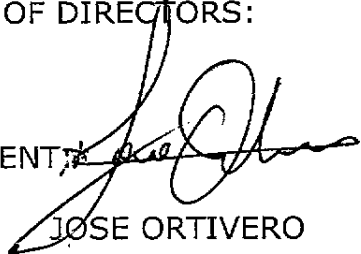
****ARTICLE SEVEN****

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

****ARTICLE EIGHT****

The name and post office addresses of the members of the first Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS:

PRESIDENT: 

Name: JOSE ORTIVERO

Address: 7620 NW 2ND TERRACE
MIAMI, FL. 33126

VICE-PRESIDENT: 

Name: JOSE ORTIVERO

Address: 7620 NW 2ND TERRACE
MIAMI, FL. 33126

*****ARTICLE NINE*****

The name and post office addresses of each of the subscribers to this certificate of Incorporation and the number of shares of stock, which each subscriber agrees to take, are as follows:

SUBSCRIBER: 

Name: JOSE ORTIVERO

Address: 7620 NW 2ND TERRACE
MIAMI, FL. 33126

Shares: 100

*****ARTICLE TEN*****

This corporation shall have full power to carry on and transact each of all of the businesses enumerated in Article Two of the Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

*****ARTICLE ELEVEN*****

This corporation shall have the power to issued the whole or any part determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

*****ARTICLE TWELVE*****

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this certificate otherwise

provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

*****ARTICLE THIRTEEN*****

The corporation does hereby designate the following address as its registered office: 7620 NW 2ND TERRACE

MIAMI, FL. 33126

The corporation does hereby designate as its registered agent:

JOSE ORTIVERO

STATE OF FLORIDA)

ss.

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared:

JOSE ORTIVERO

Who, after being by me first duly sworn, executed the foregoing Certificate of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said county and State,)

Notary Public, State of Florida at

My Commission expired:

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in

Compliance with said act: **JOSE ORTIVERO**
7620 NW 2ND TERRACE
MIAMI, FL. 33126

Desiring to organize under the Laws of State of Florida with its principal office, as indicated in the Articles of Incorporation At: State of Florida as its agent to accept services of process this state. NAME AS: *M.B. GUARDIAN INC.* LOCATED AT: **7620 NW 2ND TERRACE, MIAMI, FL. 33126.**

STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICES OF PROCESS THIS STATE.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT) Having been named to accept service 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 provision of said Act relative to keeping open said office.



Registered Agent

02 NOV 26 PM 4: 04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED