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PETER O. BRICK & ASSOCIATES

Attorney at law

Peter O. Brick and Debora A. Diaz

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PLEASE REPLY TO: PORT RICHEY

Secretary of State
Division of Corporation
P. O. Box 6327
The Capital
Tallahassee, FL 32314

RECEIVED
JUL 13 1995
FILING
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314
*****122.50 *****122.50

Re: Articles of Incorporation

Dear Sir or Madam:

Enclosed herein please find the original and one copy of the Articles of Incorporation for filing of **M. M. F. Associates, Inc..**

Also, enclosed please find our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	<u>35.00</u>
Total:	\$122.50

Please file the enclosed and return a certified copy of the Articles to this office.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to contact my Paralegal, Sharon, at any time.

Sincerely,

Peter O. Brick

POB/sds
enclosures

7-20-95

**ARTICLES OF INCORPORATION
OF**

FILED

95 JUL 16 PM 9 45

M. M. F. Associates, Inc.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby certify that we have associated ourselves together for the purpose of establishing a corporation under and in accordance with the provision of Chapter 607 Florida Statutes, providing for the information, rights and privileges and immunities of the corporation for profit and in pursuance of the terms of said Statutes, we hereby declare and certify as follows:

ARTICLE I - NAME

The name of this corporation shall be **M. M. F. Associates, Inc.**. The mailing address of the corporation shall be: **5249 Saltamonte Drive, New Port Richey, FL 34655-1278**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This Corporation shall have the power and authority to forward the purposes and accomplish the objectives hereinafter set forth and to do and perform the same as completely and fully as any natural person is authorized to do under the laws of the State of Florida and in any part of the world:

(a) The business shall be, including but not limited to:
CONSULTANT/MANUFACTURER'S REPRESENTATIVE

(b) To own, buy, purchase, exchange, hire, lease, mortgage, or otherwise acquire real estate and property, either improved, or any interest or right therein, and to own, hold control, maintain, manage and develop the same in any state of the United States.

(c) The corporation shall have the lawful right to transact any and all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock with a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5249 Saltamonte Drive, New Port Richey, FL 34655-1278, and the name of the registered agent of this corporation is: Mary Jane Frank.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial directors of this corporation are:

NAME	ADDRESS
Mary Jane Frank	5249 Saltamonte Drive New Port Richey, FL 34655-1278
Martin M. Frank	5249 Saltamonte Drive New Port Richey, FL 34655-1278

ARTICLE VII - INCORPORATORS and OFFICERS

The names and addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
Mary Jane Frank	5249 Saltamonte Drive New Port Richey, FL 34655-1278
Martin M. Frank	5249 Saltamonte Drive New Port Richey, FL 34655-1278

ARTICLE VIII - STOCKHOLDERS

The names and addresses of the stockholders of this corporation are as follows:

NAME	ADDRESS
Mary Jane Frank 500 shares	5249 Saltamonte Drive New Port Richey, FL 34655-1278

ARTICLES IX - OFFICERS

The names and addresses of the Officers, who are subject to the provisions of these Articles, By-Laws and Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected, and have qualified are as follows:

NAME	ADDRESS
Mary Jane Frank President/Treasurer	5249 Saltamonte Drive New Port Richey, FL 34655-1278
Martin M. Frank Vice-President/Secretary	5249 Saltamonte Drive New Port Richey, FL 34655-1278

ARTICLE X - PREEMPTIVE RIGHTS

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 at the price at which it is offered to others.

ARTICLE XI - BUY BACK

If a shareholder, or anyone receiving shares by sale or inheritance, desires to sell his stock during his lifetime, he shall give the other Stockholders and the Secretary of the Corporation written notice of such desire, and the other

Stockholders shall have the right to purchase such stock at any time within thirty (30) days after such notice at such terms as the selling Stockholder may be offering.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE XIII - SPECIAL PROVISIONS

It is the intent of the incorporators that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as Subchapter "S" corporation.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 28 day of June, 1995.

Mary Jane Frank

Mary Jane Frank
President/Treasurer

Martin M. Frank

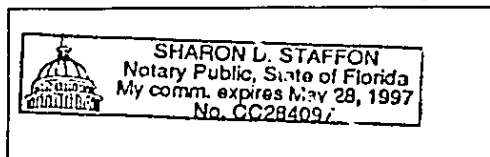
Martin M. Frank
Vice-President/Secretary

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 28 day of June, 1995, by Mary Jane Frank, who has produced FL Drivers License, as identification, and Martin M. Frank, who has produced FL Drivers License, as identification..

THIS INSTRUMENT PREPARED BY:

PETER O. BRICK, Esq.
PETER O. BRICK & ASSOCIATES
9436 Regency Park Blvd.
Port Richey, FL 34668
(813)847-3121
Florida Bar No: 150039



REGISTERED AGENT

The undersigned having been designated as Registered Agent for the service of process within the State of Florida, upon M. M. F. Associates, Inc., does hereby accept the appointment as such agent for the above-named corporation. The address of such corporation is 5249 Saltamonte Drive, New Port Richey, FL 34655-1278. The address of the Registered Agent is: 5249 Saltamonte Drive, New Port Richey, FL 34655-1278

IN WITNESS WHEREOF, the name and seal of said Registered Agent hereto is affixed at Port Richey, Florida, this 31st day of June, 1995.

Signed, sealed and delivered
in the presence of:

Loretta A. Ryan
Loretta A. Ryan

Mary Jane Frank
Mary Jane Frank

Sharon D. Staffon
Sharon D. Staffon

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 31st day of June, 1995, by Mary Jane Frank, who has produced FL Drivers License, as identification.

THIS INSTRUMENT PREPARED BY:
PETER O. BRICK, Esq.
PETER O. BRICK & ASSOCIATES
9436 Regency Park Blvd.
Port Richey, FL 34668
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