

Paradise 99
Charter Number Only

1-14-97

Armando Buseio

2828 Coral way #307

Miami FL 33145

442-1942

VALIDATION ONLY

80002059178--2
-01/15/97--01062--020
*****122.50 *****122.50

CORPORATION(S) NAME

M + D Developers Corporation



Empire Toll Free: 1-800-432-3028

FILED
97 JAN 22 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 JAN 25 AM 11:46
DIVISION OF CORPORATIONS

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W97-1041

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Acknowledgment
W.P. Verifier



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 15, 1997

EMPIRE

MIAMI, FL

SUBJECT: M & D DEVELOPERS CORPORATION
Ref. Number: W97000001041

We have received your document for M & D DEVELOPERS CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return 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 (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 297A00002075

RECEIVED
97 JAN 22 AM 9:40
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF

M & D DEVELOPERS CORPORATION

FILED
97 JAN 22 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: M & D DEVELOPERS CORPORATION

ARTICLE II

The principal place of business and mailing address of the corporation shall be:

1049 E. 41st STREET
HIALEAH, FLORIDA 33013

ARTICLE III

This corporation may engage in any act or business permitted under the laws of the State of Florida.

ARTICLE IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock of the par value of one dollar (\$1.00) per share.

ARTICLE V

This corporation shall commence its existence immediately upon the filing of the Articles of Incorporation and shall perpetually thereafter be in existence unless sooner dissolved by and in accordance with Florida law.

ARTICLE VI

The name and address of the initial registered agent is:

**MARIO FERNANDEZ
1049 E. 41st STREET
HIALEAH, FL. 33013**

ARTICLE VII

The name and street address of the incorporator to these Articles of Incorporation is:

**MARIO FERNANDEZ
1040 E. 41st STREET
HIALEAH, FL. 33013**

ARTICLE VIII

The names and addresses of the members of the first Board of Directors is:

**MARIO FERNANDEZ
1040 E. 41st STREET
HIALEAH, FL. 33013**

ARTICLE IX

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Florida General Corporation Act or these Articles of Incorporation.

Any contract or other transaction between the Corporation and any one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the board of directors, the interested director is to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

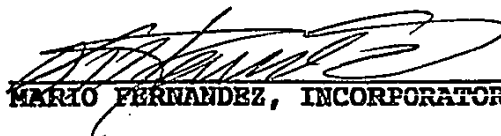
ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation shall have the power to indemnify and insure its officers and directors to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation on this 14th day of January, 1997.


MARIO FERNANDEZ, INCORPORATOR

STATE OF FLORIDA

ss:

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, MARIO FERNANDEZ, the party to the foregoing Articles of Incorporation, known to me to be the person who executed the same freely and voluntarily and that the facts stated therein are truly set forth.

WITNESS my hand and seal at Miami, County of Dade, State of Florida on this 14th day of January, 1997.

My commission expires:


Notary Public

OFFICIAL NOTARY SEAL
ALICIA PADRON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC557029
MY COMMISSION EXP. MAY 23, 2000

FILED
97 JAN 22 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

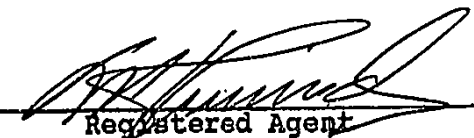
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that, M & D DEVELOPERS CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named MARIO FERNANDEZ, located at 1049 E. 41st STREET, HIALEAH, FL, 33013, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Registered Agent