3610000C

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 537397 162199A

AUTHORIZATION:

COST LIMIT : \$ PPD

ORDER DATE : January 4, 2000

ORDER TIME : 11:37 AM

ORDER NO. : 537397-005

CUSTOMER NO: 162199A

CUSTOMER: Rick M. Morse, Cpa RICK M. MORSE, CPA, P.A. RICK M. MORSE, CPA, P.A.

Suite 300

1700 University Drive Coral Springs, FL 33071

DOMESTIC FILING

NAME: M.STANFORD & ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY

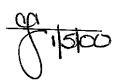
PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

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-01/05/00--01065--003 *****78.75 *****78.75



ARTICLES OF INCORPORATION

OF

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

00 JAN -5 PM 1:55

M. STANFORD & ASSOCIATES, INC.

ARTICLE I

NAME

The name of this Corporation shall be :

M. STANFORD & ASSOCIATES, INC.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of REAL ESTATE and transacting any and all lawful business.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$ 1 par value common stock.

ARTICLE IV

INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is:

1013 NW 107TH AVEUE PEMBROKE PINES, FLORIDA 33026

and the name of the initial registered agent of this corporation at the above address is:

MATTHEW A. STANFORD

ARTICLE V

DIRECTORS

This corporation shall have one Director 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. The name and address of the initial Directors of this corporation is:

MATTHEW A. STANFORD 1013 NW 107TH AVENUE PEMBROKE PINES, FL 33026 ENID STANFORD 1013 NW 107TH AVENUE PEMBROKE PINES, FL 33026

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles is:

MATTHEW A. STANFORD 1013 NW 107TH AVENUE PEMBROKE PINES, FLORIDA 33026

ARTICLE VII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer or director or former officer or former director to the full extent permitted by law.

ARTICLE IX

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 3 day of January, 2000

STATE OF FLORIDA COUNTY OF BROWARD

MATTHEW A. STANFORD appeared before me the undersigned authority, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same, freely and voluntarily for the purpose

Notary Public

ss: My Commission Expires:

RICK M. MORSE
COMMISSION # CC 694653
EXPIRES NOV 8, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

00 JAN -5 PM 1:55

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CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED;

M. STANFORD & ASSOCIATES, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA.

WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF PEMBROKE PINES, FLORIDA HAS NAMED MATTHEW A. STANFORD LOCATED AT 1013 NW 107TH AVENUE, PEMBROKE PINES, FLORIDA 33026 IS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE CORPORATE OFFICER

TITLE A President

DATE × January 314 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE ×

DATE x January 3'd 2000