

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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FLORIDA PROFIT CORPORATION OR P.A.

North Mandalay Investment Group, Inc.

Certificate of Status	0
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FROM : ACCOUNTING & TAX HELP INC.

PHONE NO. : 7273975189

Jan. 18 2000 01:56PM P2

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ARTICLES OF INCORPORATION

We the undersigned do hereby associate ourselves together for the purpose of becoming a corporation under and pursuant to the laws of the state of Florida, providing for the formation, liability, rights, privileges and immunities of corporation for profit, and for the purposes, do hereby certify, declare and set forth as follows, to-wit:

ARTICLE I

NAME: The name and address of this corporation shall be: North Mandalay Investment Group, Inc.
1822 Drew Street
Clearwater, FL.33734

ARTICLE II

NATURE OF BUSINESS: The general nature of this business to be transacted by this corporation is, the transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE III

TERM OF EXISTENCE: This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV

CAPITAL STOCK: The maximum number of shares of stock this corporation is authorized to have outstanding at one time is 1,000 shares (1,000) of common stock with no par value.

ARTICLE V

INITIAL CAPITAL: The amount of capital with which this corporation shall commence business shall be One hundred dollars (\$ 100.00)

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is

ACCOUNTING & TAX HELP, INC.
8668 Park Blvd. Suite A
Seminole, FL.33777

ARTICLE VII

OFFICERS AND DIRECTORS: The names and post office address(es) of the first director(s) of this corporation who shall hold office for the first year or until their successor(s) are chosen shall be:

Prepared by: Robert J. Metz
1822 Drew Street
Clearwater, FL.33734

Robert J. Metz
1822 Drew Street
Clearwater, FL.33734

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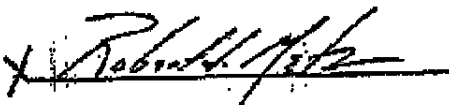
- President -
Robert J. Metz

The corporation shall have at least one and no more than five (5) directors and no person shall be required to own, hold, or to control stock in the condition precedent to holding any office in this corporation.

ARTICLE VIII

INCORPORATOR(S): The name and post office address(es) of the incorporator(s) to these Articles of Incorporation, are as follows:

Robert J. Metz
1822 Drew Street
Clearwater, FL 33734



Incorporator(s)

ARTICLE IX

OFFICERS: The officers of this corporation shall be a President, and such other officers and agents as may be necessary. All officers and agents, and factors as may be deemed necessary, shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the by-laws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE X

POWERS: This corporation shall have the following powers:

- A. To have a corporation seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof to be impressed, affixed, or any other manner reproduced.
- B. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in, and with real personal property or any interest therein wherever situated.
- C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the property and assets.
- D. To lend money to and use the credit to assist the officers and employees in accordance with Florida Statute 607.141
- E. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise use and deal in and with, shares or other interests in, or obligation of, other domestic or foreign corporations, associates, partnerships, or individuals, direct or indirect obligations of United States or of any other government, state, territory, government district, or municipality, or of any instrumentality thereof.

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- F. To make contracts and guarantee and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its bonds, notes, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
To buy and sell and transfer options.
- G. To lend money for corporate purposes, and invest and reinvest its funds, and to take and hold real and personal property as security for payment of the funds so loaned or reinvested.
- H. To conduct its business, carry on the operation and have offices and exercise the powers granted by the Florida Statutes, 607, within or without the State
- I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensations.
- J. To make and alter the by-laws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of affairs of the corporation.
- K. To make donations for the public welfare or for the charitable, scientific, or educational purposes.
- L. To transact any lawful business which the Board of Directors shall find will be in of governmental policy.
- M. To pay pensions and establish pension plans, profit sharing plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries.
- N. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- O. To have and exercise all powers necessary or convenient to affect the purposes of this corporation.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 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

1. The name of the corporation is:

North Mandalay Investment Group, Inc.

2. The name and address of the registered agent and office is:

Accounting & Tax Help, INC.
(Name)

8668 PARK BLVD., Suite A
(P.O. Box not acceptable)

SEMINOLE, Florida 33777
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

*Having been named as registered agent and in 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.*

Al Clark DATE 1-14-00
(Signature)
PRESIDENT

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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