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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

**FLORIDA PROFIT CORPORATION OR P.A.**

**M.B.S. HOLDINGS INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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DIVISION OF CORPORATIONS  
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B. McKnight FEB 29 2000

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ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be: M.B.S. Holdings Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3400 Collins Ave.  
Miami Beach, Florida 33140

ARTICLE III SHARES

1. The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 20
2. An affirmative vote of two-thirds of the shares of the corporation shall be required for any shareholder action.
3. The shareholders shall have the power to adopt, alter, change, repeal or amend the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a two-thirds vote of the stock.
4. The shares of the corporation are not to be divided into classes.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: Highland Properties Inc.  
1674 Meridian Ave. Suite 205  
Miami Beach, Florida 33139

ARTICLE V INCORPORATOR

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

Bruno or Judy Serventi  
3400 Collins Ave.  
Miami Beach, FL 33140

Michael Fischer  
1674 Meridian Ave. Suite 205  
Miami Beach, Florida 33139

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IN WITNESS WHEREOF; THE UNDERSIGNED has (have) executed these articles of incorporation at Miami Beach  
Florida, on the 18 day of February 2000.

Signature/Incorporator

Signature/Incorporator

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

02/18/00  
Date

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

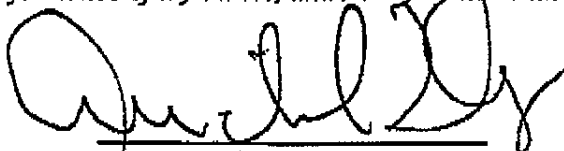
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: M.B.S. HOLDINGS INC.
2. The name and address of the registered agent and office is:

Highland Properties  
1674 Meridian Ave. Suite 205  
Miami Beach, Florida 33139

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*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)

Michael Fider

(DATE)

Feb. 18 2000

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

Alan A. Glenn, ESQ. FLA BAR 0141313  
305-969-9937

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