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Gerald C. Jacob  
P.O. Box 23027  
Oakland Park, FL 33307  
(954) 610-0401

July 24, 2000

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
00 JUL 26 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2000033374214  
-07/26/00-01099-002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: M&G Investment Associates, Inc.

Dear Sir/Madam:

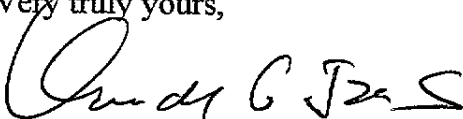
Enclosed herein please find an original and one (1) copy of the Articles of Incorporation for the above named corporation. We ask that you file the original and return the copy to us stamped with the date of filing.

We are enclosing a check/money order in the sum of \$78.75 to cover the following:

Corporation Filing fee	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy	<u>\$ 8.75</u>
Total	\$78.75

Your cooperation in this matter is appreciated.

Very truly yours,



Gerald C. Jacob

F. CHESTER JUL 28 2000

ARTICLES OF INCORPORATION

OF

M&G INVESTMENT ASSOCIATES, INC.

The undersigned incorporator hereby forms a corporation under chapter 607 and/or 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **M&G INVESTMENT ASSOCIATES, INC.**

ARTICLE II. ADDRESS

The principal place of business/ mailing address of this corporation is:  
P.O. Box 23027, Oakland Park, FL 33307.

ARTICLE III. PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United states, the State of Florida or any other State, Country, Territory or Nation.

ARTICLE IV. SHARES

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

ARTICLE V. INITIAL OFFICERS / DIRECTORS

The name and address of the members of the first board of directors is as follows:

<u>Name</u>	<u>Address</u>
Mark Maharaj	3328 NE 11TH AVE., Oakland Park, FL 33334.
Gerald C. Jacob	3328 NE 11TH AVE., Oakland Park, FL 33334.

The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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ARTICLE VI. REGISTERED AGENT


The name and address of the registered agent is:

Mark Maharaj            3328 NE 11TH AVE., Oakland Park, FL 33334.

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator is:

Gerald C. Jacob        3328 NE 11TH AVE., Oakland Park, FL 33334.



Signature of Incorporator

July 24, 2000

Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

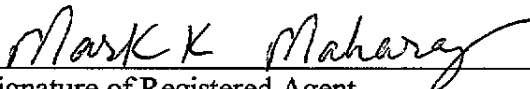
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ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature of Registered Agent

July 24, 2000

Date