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

From: Account Name : FAS-T CORP. AGENTS, INC.  
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Phone : (305) 599-0839  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

~~ADM ASSOCIATES, P.A.~~

**M & M SERVICES Group, P.A.**

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



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 4, 2000

FAS-T

SUBJECT: M & M SERVICES GROUP, P.A.  
REF: W00000018911

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Neysa Culligan  
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ARTICLES OF INCORPORATION  
OF  
M & M SERVICES GROUP, P.A.

ARTICLE I- NAME

The Name of this Corporation is: M & M SERVICES GROUP, P.A.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida. Accounting and Tax consultants.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V- INITIAL REGISTERED OFFICER AND AGENT

The name and street address of the initial registered officer of this corporation:  
Ricardo Martinez, 4050 NW 135 ST Bldg 11 Apt6, Miami, Fl 33054.

The Principal Place of Business of the Corporation shall be:  
1550 West 84<sup>th</sup> Street, Suite 78,79, Hialeah, Florida 33014

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial Director is:

Name:

Address:

Ricardo Martinez  
President

4050 NW 135 ST Bldg 11 Apt 6  
Miami, Florida 33054

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Demar Enterprises Accounting Services, Inc.  
1550 West 84<sup>th</sup> Street Suite 77, Hialeah, Florida 33014  
Phone: 305-558-4947 Fax: 305-821-9794  
email: demarinc@bellsouth.net

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ARTICLE VII- LAWS

The by-laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

ARTICLE VIII- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

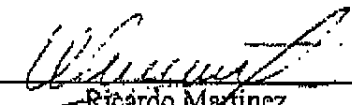
ARTICLE X- INCORPORATOR

The person signing these articles are: Ricardo Martinez

XI- AMENDMENT

This corporation reserve the right to amended or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHERE OF, the undersigned has executed these Articles of Incorporation, this 03 days of Aug of the year 2000.

  
Ricardo Martinez  
President

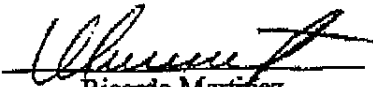
**Demar Enterprises Accounting Services, Inc.**  
1550 West 84<sup>th</sup> Street Suite 77, Hialeah, Florida 33014  
Phone: 305-558-4947 Fax: 305-821-9794  
email: demarinc@bellsouth.net

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws on the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that M & M SERVICES GROUP, P.A. desires to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Miami Dade County and has named Ricardo Martinez 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.

  
Ricardo Martinez  
Registered Agent

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