

P00000085508

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 21 PM 12:19

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

SUBJECT: M & M PARTNERS CORP.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

200003366332--7
-08/21/00--01134--002
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee
& Certificate of Status

☒ \$78.75 Filing Fee
& Certified Copy
☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: AMALIA WEINRAUB
Name (Printed or typed)

3700 PINETREE DRIVE, MIAMI, FL 33140
Address

City, State & Zip

(305) 672-2272
Daytime Telephone number

2553

W000-20939

NOTE: Please provide the original and one copy of the articles.

9/11/00



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 25, 2000

AMALIA WEINTRAUB
3700 PINETREE DRIVE
MIAMI, FL 33140

SUBJECT: M & M PARTNERS CORP.
Ref. Number: W00000020939

We have received your document for M & M PARTNERS CORP.. However, the document has not been filed and is being returned for the following:

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 100A00045603

EFFECTIVE DATE

8/14/00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

The Undersigned natural person(s) competent to contract, hereby make, subscribe and acknowledge these Articles of Incorporation in order to organize and incorporate a business for profit, with the corporate name as stated in ARTICLE X.

ARTICLE I - OBJECTS

The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE II - CAPITAL

The amount of Capital with which this corporation will begin business shall not be less than Five Hundred Dollars.

ARTICLE III - DURATION

The duration of this corporation shall be perpetual. Corporate existence shall begin at the time of the subscription and acknowledgment hereof, provided that all of the requirements of the law are met.

ARTICLE IV - ADDRESS

The initial street address in this State of the principal office of the corporation shall be as stated in ARTICLE X.

ARTICLE V - NUMBER OF DIRECTORS

The number of directors which this corporation shall have shall never be less than the minimum number required by law nor more than nine. The number may be increased or decreased as is authorized by the By-Laws.

ARTICLE VI - DIRECTORS, OFFICERS AND SUBSCRIBERS

The names and street address of the members of the first board of directors of this corporation who shall hold office for the first year, or until successors are elected or appointed and have qualified and the name and street address of each subscriber, and a statement of the number of shares of stock which each agrees to take and the value of the consideration therefore are as stated in ARTICLE XIII.

ARTICLE VII - POWERS OF CORPORATION

The POWERS of the corporation are the following:

- A. To have succession by its corporate name perpetually.
- B. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- C. To adopt and use a common corporate seal and alter the same.
- D. To appoint such officers and agents as its affairs shall require, and allow them suitable compensation.
- E. To adopt, change, amend, and repeal By-Laws, not inconsistent with laws or its Certificate of Incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its stockholders.
- F. To increase or diminish, by vote of its stockholders, shareholders, or members, cast as the By-Laws may direct, the number of directors, managers or trustees, provided that the number shall never be less than that required by law.
- G. To make and enter into all contracts necessary and proper for the conduct of its business.
- H. To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey, or otherwise dispose of franchises in this State and in any of the several states, territories, possessions, and dependencies of the United States, the District of Columbia, and in foreign countries.
- I. To purchase the corporate assets of any other corporation and engage in the same character of business.
- J. To acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.
- K. To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.
- L. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of this State or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- M. To establish plans, such as but not limited to, pension-profit sharing, wage continuation, group term, medical care and accident and health.
- N. To request changes in the Certificate of Incorporation of the corporation at any time pursuant to law.

O. To purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the Corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholder quorum or vote.

P. To do all and everything necessary and proper for the accomplishment of the OBJECTS enumerated in its Certificate of Incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the OBJECTS of the corporation whether or not such business is similar in nature to the OBJECTS enumerated in its Certificate of Incorporation.

Q. To contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the board of directors deem expedient.

R. To make provisions in such instruments for transferring corporate property of every kind and nature then belonging to or thereafter acquired by such corporation, as security for any bonds, notes, debentures or other evidences of indebtedness issued or debts or sums of money owing by said corporation. In case of the sale of any property by virtue of any such instrument or of any foreclosure, the party acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instrument enumerated or conveyed, as belonged to and were enjoyed by the corporation executing the instrument or contracting the debt.

S. To make gifts for education, scientific or charitable purposes.

T. To enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint venture, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in the Articles of Incorporation, jointly or in common with others, so long as the particular corporation, person or association would have power to do so alone.

U. To indemnify any person made a party to an action by or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the corporation, or of any other corporation which he served as such at the request of the corporation, against the reasonable expenses including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.

V. To indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the corporation, or of any other corporation which he served as such at the request of the corporation, or of any other corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable ground for belief that such action was unlawful.

W. To have in addition, any and all powers as are now and/or hereafter conferred upon it by the Law.

X. To change the initial street address in this State of the principal office of the corporation from time to time pursuant to the By-Laws, and without the necessity of amending the Certificate of Incorporation.

Y. Each and every foregoing clause shall be construed as a purpose, as an OBJECT, and as a POWER, and it is hereby expressly provided that the foregoing enumeration of specific POWERS shall not be held to limit or restrict any other POWERS granted or implied by law.

ARTICLE VIII - RESIDENT AGENT

Pursuant to Chapter 48.091, Florida Statutes, the undersigned names the person described in Article XIII as its Resident Agent to accept service of process within the state, and such person having been so named to accept said service at the place designated in said Article XIII, hereby accepts to act in said capacity and agrees to comply with the provisions of said act relating to keeping open said office by signing these Articles of Incorporation.

ARTICLE IX - GENERAL

A. Unless otherwise stated in the By-Laws, every stockholder who has the right to vote, shall have the right to vote in person or by proxy.

B. Unless otherwise provided in the By-Laws, no stockholder shall have a pre-emptive right to purchase his pro rata share of new stock.

C. Unless otherwise provided in the By-Laws, cumulative voting shall not be permitted.

ARTICLE X - NAME AND ADDRESS

A. NAME: M & M PARTNERS CORP.

B. ADDRESS: 3700 PINETREE DRIVE, MIAMI, FL 33140

ARTICLE XI - SPECIFIC PURPOSE

That the corporation shall engage in and conduct the general business of
and allied services and products.

ARTICLE XII - AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding shall be 10,000 shares of NO PAR par value common voting stock

ARTICLE XIII - NAME AND ADDRESS OF DIRECTORS, OFFICERS AND SUBSCRIBERS WITH SUBSCRIPTIONS & RESIDENT AGENT

Off.	Dir.	Name	Street Address	#	Value per share subscribed
Pres.:		AMALIA WEINRAUB	3700 PINETREE DRIVE, MIAMI FL, 33140		
V. P.:					
Sec.:		ANTONIO RODRIGUEZ	2601 BISCAYNE, BLVD., MIAMI, FL 33137		
Treas.:					
Resident Agent		IRVING E. MILLER	2601 BISCAYNE BLVD., MIAMI, FL 33137		

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IN WITNESS WHEREOF, We, the undersigned, have set our hands and seals to the foregoing Articles of Incorporation.

Amalia Weinraub (SEAL) _____ (SEAL)

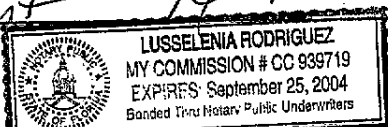
(SEAL) _____ (SEAL)
Irving E. Miller (SEAL) _____ (SEAL)
STATE OF FLORIDA } ss _____ (SEAL)
COUNTY OF Dade } (Resident Agent)

Before me, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared Amalia Weinraub

Antonio Rodriguez, Irving E. Miller

who executed the foregoing Articles of Incorporation and who acknowledged before me that they signed the same for the purpose therein stated.

Witness my hand and official seal at Dade County, Florida,
on August 14, 2000



Lussele Rodriguez
(Notary Public)