

P010000007669

BENSON, MOYLE & MUCCI, LLP
ATTORNEYS AT LAW
BANK OF AMERICA BUILDING
ONE FINANCIAL PLAZA, SUITE 1600
FORT LAUDERDALE, FLORIDA 33394-1697

WILLIAM H. BENSON, P.A.
BERNARD T. MOYLE, P.A.
MARK S. MUCCI, P.A.
MARK J. LOTERSTEIN

FILED
01 JAN 19 AM 11:38
SECRET
BROWARD (954) 524-6800
DADE (305) 944-5971
PALM BEACH (561) 347-1655
FACSIMILE (954) 463-6963
TALLAHASSEE STATE
FLORIDA

January 17, 2001

300003555679--5
-01/19/01--01073--019
*****78.75 *****78.75

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: Incorporation of MV Capital, Inc.
Our File No: 00-173

EFFECTIVE DATE
01-18-01


To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Incorporation for MV Capital, Inc. to be filed with your office. Additionally, we enclose our Attorney Trust Account check in the amount of \$78.75 representing the filing and certified copy fee.

Please return a certified copy of the Articles in the self-addressed, stamped envelope provided for this purpose. Thank you for your anticipated cooperation in this matter.

Very truly yours,

BENSON MOYLE & MUCCI, LLP


Mark J. Loterstein
For the Firm

MJL/fmc
enclosures
K:\00-173\MVCapital\corres\0117DivCorp.wpd

5
1-22-01

**ARTICLES OF INCORPORATION
OF
MV CAPITAL, INC.**

FILED
01 JAN 19 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is MV CAPITAL, INC. whose principal place of business is 5206 Majorca Club Dr., Boca Raton, Florida 33486.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

EFFECTIVE DATE

01-18-01

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is One Financial Plaza, Suite 1600, Ft. Lauderdale, Florida 33394 and the name of its initial registered agent at said address is Mark J. Loterstein, Esq.

ARTICLE VI

The number of directors constituting its initial Board of Directors is one (1), whose name and address is

Abraham M. Mishal
5206 Majorca Club Dr.
Boca Raton, FL 33486

ARTICLE VII

The name and address of the incorporator is:

Mark J. Loterstein, Esq.
Benson, Moyle & Mucic, LP
One Financial Plaza, Suite 1600
Fort Lauderdale, Florida 33394

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting by majority vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

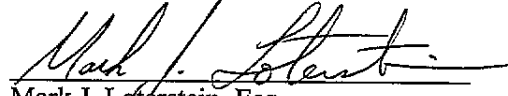
ARTICLE XI

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE XII

Pursuant to Florida Statute Section 607.0203., the effective date of the commencement of corporate existence is the 18TH day of January, 2001, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

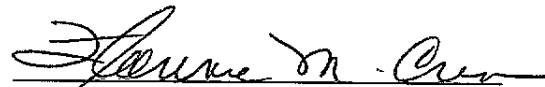
IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Ft. Lauderdale, Florida, on the 18TH day of January, 2001.


Mark J. Loterstein, Esq.

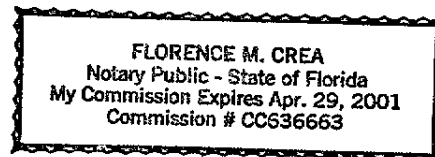
STATE OF FLORIDA
COUNTY OF FROWARD

BEFORE ME, the undersigned authority personally appeared Mark J. Loterstein, Esq. who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 18th day of January, 2001.


Notary Public, State of Florida


My Commission Expires:



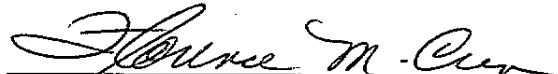
ACKNOWLEDGMENT OF REGISTERED AGENT

**STATE OF FLORIDA
COUNTY OF BROWARD**

BEFORE ME, the undersigned authority personally appeared Mark J. Loterstein, Esq., who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1999) and all other statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.


Mark J. Loterstein, Esq.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 18TH day of January, 2001.


Notary Public, State of Florida

My Commission Expires:

K:\00-173\MVCapital\Articles.wpd

FLORENCE M. CREA
Notary Public - State of Florida
My Commission Expires Apr. 29, 2001
Commission # CC636663

FILED
01 JAN 19 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA