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Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : MICHAEL ORTIZ, P.A.  
Account Number : I19990000008  
Phone : (305) 476-5270  
Fax Number : (305) 476-5273

FLORIDA PROFTT CORPORATION OR P.A.

MVC SERVICES INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 0       |
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight  
MAY 15 2001

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**ARTICLES OF INCORPORATION OF  
MVC SERVICES INC.**

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be: MVC Services Inc.

The address of the principal office of this corporation shall be:

c/o Michael Ortiz  
2600 Douglas Road  
Penthouse Six  
Coral Gables, Florida 33134

and the mailing address of the corporation shall be the same.

**ARTICLE II**

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE III**

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

**ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

| <u>Number of<br/>Shares Authorized</u> | <u>Par Value</u> | <u>Class of Stock</u> |
|----------------------------------------|------------------|-----------------------|
| 1,000 shares                           | \$1              | Common                |

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

**ARTICLE V**

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

MICHAEL ORTIZ, ESQ.  
FBN: 239585  
2600 Douglas Road - Penthouse Six  
Coral Gables, Florida 33134  
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Michael Ortiz  
2600 Douglas Road  
Penthouse Six  
Coral Gables, Florida 33134

#### ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders.

#### ARTICLE VII

The name and address of the Incorporator is:

Michael Ortiz  
2600 Douglas Road  
Penthouse Six  
Coral Gables, Florida 33134

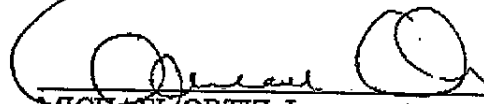
#### ARTICLE VIII

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

#### ARTICLE IX

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 14<sup>th</sup> day of May, 2001.

  
MICHAEL ORTIZ, Incorporator

MICHAEL ORTIZ, ESQ.  
FBN: 239585  
2600 Douglas Road - Penthouse Six  
Coral Gables, Florida 33134  
FA#: H 0100065902 8

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Michael Ortiz having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
MICHAEL ORTIZ

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TALLAHASSEE, FLORIDA

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