

P010000062062

13899 Biscayne Blvd. , Suite 228
North Miami, Florida 33181
(305) 528-4757

June 18, 2001

Florida Department of State
Division of Corporations
ATTN: New Filings Division
P.O. Box 6327
Tallahassee, Florida 32314

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-06/20/01--01087--018
*****78.75 *****78.75

RE: New Filing for MAJOR ENTERPRISES GROUP, INC.

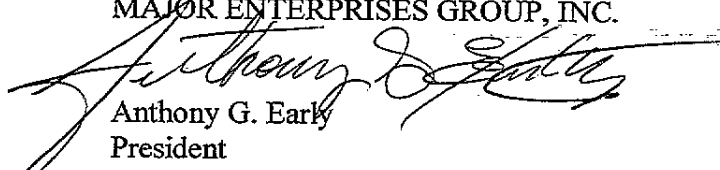
Dear Representative:

Enclosed, please find the original Articles of Incorporation for MAJOR ENTERPRISES GROUP, INC., a newly formed Florida corporation, along with a check for \$ 78.75 for the following:

\$ 70.00 Filing Fee
 8.75 Certificate of Status
\$ 78.75 Total Enclosed

Please process expeditiously. For additional information, please feel free to contact me at (305) 528-4757. Thanks in advance for your assistance.

Very truly yours,
MAJOR ENTERPRISES GROUP, INC.


Anthony G. Early
President

FILED
01 JUN 19 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-21-01
WCE

**ARTICLES OF INCORPORATION
OF
MAJOR ENTERPRISES GROUP , INC.**

FILED
01 JUN 19 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby subscribe to, 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 – NAME AND ADDRESS

The name of this corporation is MAJOR ENTERPRISES GROUP, INC. The address is 13899 Biscayne Blvd., Suite 228 , North Miami, Florida 33181.

ARTICLE II – PURPOSE

This corporation is organized for the purpose of:

1. Transacting any and all lawful business for which a corporation may be incorporated under Florida Statutes.
2. Transacting a management services firm.

ARTICLE III – CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash or property (real or personal) at just valuation to be fixed by the Board of Directors.

ARTICLE IV – VOTING

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, with one vote cast per share.

ARTICLE V – TERM OF EXISTENCE

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

ARTICLE VI – TAX STATUS

This corporation elects Sub-Chapter “S” status according to applicable State and Federal Laws and will file a Form 2553 with the Internal Revenue Service.

ARTICLE VII – PREEMPTIVE RIGHTS

Every shareholder, 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which is offered to others.

ARTICLE VIII – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 13899 Biscayne Blvd., Suite 228, North Miami, Florida 33181 and the name of the initial registered agent of this corporation is Anthony G. Early, whose address is 5525 N.W. 24th Avenue, Miami, FL 33142.

ARTICLE IX – INITIAL BOARD OF DIRECTORS

The name and address of the directors of this corporation are:

Anthony G. Early, 5525 N.W. 24th Avenue, Miami, FL 33142.

ARTICLE X – INCORPORATORS

The name of the person signing these articles is:

Anthony G. Early, 5525 N.W. 24th Avenue, Miami, FL 33142.

ARTICLE XI – INITIAL OFFICER

The name and post office of the first board of directors of this corporation, all of whom shall constitute the first Board of Directors, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

PRESIDENT/SECRETARY

Anthony G. Early, 5525 N.W. 24th Avenue, Miami, FL 33142.

VICE PRESIDENT/TREASURER

Anthony G. Early, 5525 N.W. 24th Avenue, Miami, FL 33142.

ARTICLE XII – INDEMNIFICATION

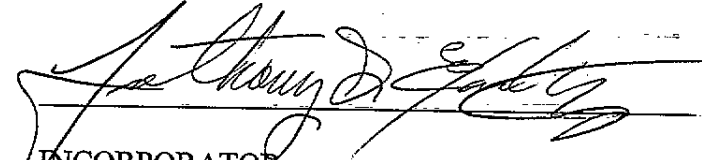
The corporation shall indemnify any officer or officers or any former officer or director, to the fullest extent permitted by law either now existing or hereinafter enacted.

ARTICLE XIII – BUSINESS TRANSACTIONS

No contract or other transaction between this corporation and any other corporation , and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to any contract or transaction of this corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such director or officer of such other corporation, or not so interested.

ARTICLE XV – PRIVATE PROPERTY OF SHAREHOLDERS

The private property of 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 stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

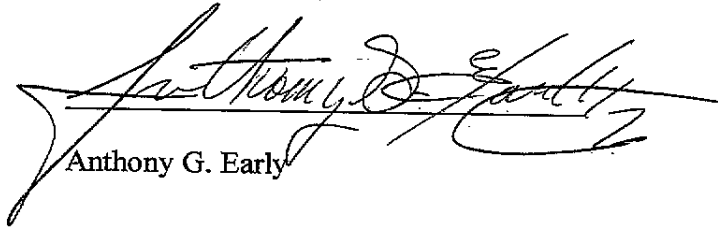

INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MAJOR ENTERPRISES GROUP, INC., the place designated in the Articles of Incorporation, Anthony G. Early agrees to act in this capacity, and agrees to comply with the provisions relative to keeping open such office.

Date: _____

6/18/01


Anthony G. Early

FILED
01 JUN 19 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FL 32399