

Monica Saldarriaga  
9618 Fontainebleau Blvd.  
Miami, Fla. 33172

EFFECTIVE DATE  
6-30-01

FILED

01 JUL -2 PM 3:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P01000067204

June 30, 2001

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

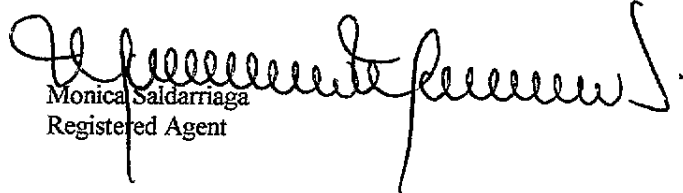
Dear Sir/Madam:

Enclosed please find a money order in the amount of \$87.50 for the filing fee, certified copy, and certificate. I have enclosed two (2) Articles of Incorporation as per your instructions.

Thank you for your attention to this matter and if you need any more information please feel free to contact me at the above address or my telephone number (305)-559-6107.

800004456258--7  
-07/02/01--01073--021  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Sincerely Yours:

  
Monica Saldarriaga  
Registered Agent

cc:file

D. BROWN JUL 9 2001

**ARTICLES OF INCORPORATION FOR  
M&A FINANCIAL SERVICES, INC.**

**EFFECTIVE DATE**  
6-30-01

The undersigned does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**FILED**  
01 JUL -2 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**I**

**NAME OF CORPORATION**

The name of the corporation shall be M&A Financial Services, Inc., whose address is 9618 Fontainebleau Blvd. Miami, Fla. 33172.

**III**

**COMMENCEMENT AND DURATION**

The corporation is to commence its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation and shall exist thereafter perpetually until dissolved by law.

**III**

**PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**IV**

**CAPITAL STOCK**

The corporation is authorized to issue 1000 shares of stock, all of one class, at \$1.00 per share par value.

**V**

**REGISTERED AGENT**

The office of this Corporation's initial registered agent is 9618 Fontainebleau Blvd. Miami, Fla. 33172, and the registered agent is Monica Saldarriaga.

**VI**

**INCORPORATOR**

The name(s) and address(es) of the Incorporator(s) is/are as follows:

Monica Saldarriaga  
9618 Fontainebleau Blvd.  
Miami, Fla. 33172

**VII**

**BOARD OF DIRECTORS**

All of the corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of, the Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws of the Corporation but shall be never less than one. The names and addresses of the initial Director(s) of this Corporation is:

Monica Saldarriaga  
5401 Collins Ave. #814  
Miami Beach, Fla. 33140

**VIII**

**INFORMAL SHAREHOLDER ACTION**

Any action of the shareholder(s) may be taken without a meeting if consent, in writing, setting forth the action so taken, be signed by all the Shareholder(s) entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the Corporate records.

**IX**

**INFORMAL DIRECTOR ACTION**

If all the Directors, severally or collectively, consent in writing to any action taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**X**

**INDEMNIFICATION**

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

**XI**

**BY-LAWS**


The powers to adopt, alter, amend, or repeal the By-Laws of this Corporation shall be vested in the Board of Directors and Shareholders, but the Board of Directors may not alter, amend, or repeal any of the By-Laws adopted by the Shareholders, if the Shareholders provide that the By-Laws shall not be altered, amended, or repealed by the Board of Directors.

**XII**

**AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the Corporation outstanding, at any regular meeting of the Shareholders or any special meeting of the Shareholders called for that purpose.

IN WITNESS WHERE OF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 30<sup>th</sup> day of June 2001.

  
5436-553-70-671-0  
F.D.L. Number

\_\_\_\_\_  
F.D.L. Number

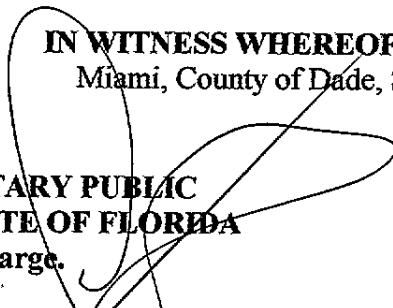
STATE OF FLORIDA

ss:

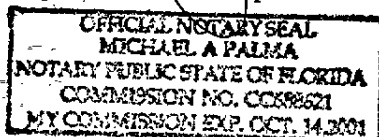
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Monica Saldarriaga, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and she acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the City of Miami, County of Dade, State of Florida this 30<sup>th</sup> day of June 2001.

  
NOTARY PUBLIC  
STATE OF FLORIDA  
At Large.

My commission expires:




**FILED**  
01 JUL -2 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT  
OF  
M&A FINANCIAL SERVICES, INC.**

I, Monica Saldarriaga, as registered agent of M&A Financial Services, Inc., a Florida Corporation, hereby state that I am familiar with and accept the duties and responsibilities as registered agent of said Corporation.

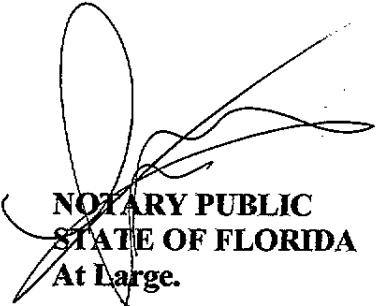
**REGISTERED AGENT:**

  
5436-553-70-67170  
F.D.L. Number

**STATE OF FLORIDA**  
ss:  
**COUNTY OF DADE**

**BEFORE ME**, the undersigned authority, personally appeared Monica Saldarriaga to me well known to be the person described in an who executed the foregoing Acceptance by Registered Agent, and she acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal in the City of Miami, County of Dade, State of Florida this

  
**NOTARY PUBLIC  
STATE OF FLORIDA  
At Large.**

My commission expires:

