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

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

MANDALAY CONSTRUCTION & DEVELOPMENT, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
MANDALAY CONSTRUCTION & DEVELOPMENT, INC.**

ARTICLE I - NAME

The name of the corporation is:

MANDALAY CONSTRUCTION & DEVELOPMENT, INC.

ARTICLE II - DURATION

The corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLES V - RIGHTS OF SHARE OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares, each having one vote. Nothing in the Articles shall be construed to allow cumulative voting of shares.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be:

555 N.E. 15 Street, #11-D
Miami, Florida 33132

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The name and address of the initial Director is:

Willy Izquierdo
555 N.E. 15 Street, #11-D
Miami, Florida 33132

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ARTICLE VIII - INCORPORATOR

The name and address of the incorporator and person signing these Articles is:

Willy Izquierdo
555 N.E. 15 Street, #11-D
Miami, Florida 33132

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ARTICLE IX - BY-LAWS

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

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer and/or director or any former officer and/or director to the full extent permitted by law.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial Registered Agent and Registered Office of the Corporation are:

Willy Izquierdo
555 N.E. 15 Street, #11-D
Miami, Florida 33132

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Willy Izquierdo
Date: July 25, 2001

ARTICLE XII - COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on July 25, 2001.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on July 25, 2001.

Willy Izquierdo

This document prepared by:

Robert A. Brandt, Esq.
1110 Brickell Avenue, PH-1, Miami, FL 33131
Phone: (305) 374-2202
Fla. Bar No. 311391

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