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

From: Account Name : SIDNEY Z. BRODIE, ESQ.
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FLORIDA PROFIT CORPORATION OR P.A.

MANDALAY HOLDINGS, INC.

Certificate of Status	0
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ARTICLE OF CORPORATION
OF

MANDALAY HOLDINGS, INC.

ARTICLE I - NAME

The name of this corporation is

MANDALAY HOLDINGS, INC.
7270 NW 12TH STREET, PH-I
MIAMI, FLORIDA 33155

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation shall be any and all activities permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - VOTING RIGHTS

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.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street of the initial registered office of this corporation is 7270 NW 12th Street, Ph-I, Miami, Florida 33126 and the name of the initial registered agent of this corporation at that address is Sidney Z. Brodie.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

To be determined in a future date.

ARTICLE IX - INCORPORATOR

The name and address of the person signing theses articles is: Sidney Z. Brodie, 7270 NW 12th, PH-I, Miami, Florida 33126.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than ONE THOUSAND DOLLARS (\$1,000.00)

ARTICLE XII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

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ARTICLE XIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIV - DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XV - REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office during his term.

ARTICLE XVI - LIMITATION ON POWERS OF COMMITTEE

In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XVII - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meeting of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XIX - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or

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constituting an amendment of the articles of incorporation.

ARTICLE XX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

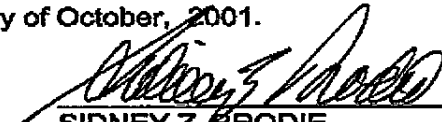
ARTICLE XXI - SUB-CHAPTER "S" AND 1244 STOCK

It is the intention of the undersigned incorporator to consent to the election under Internal Revenue Code, Section 1372 (a) and to be treated as a "Small Business Corporation" and the Plan to Issue 1244 Stock in connection therewith shall be set forth in the By-Laws of this corporation.

ARTICLE XXII - AMENDMENT

This corporation serves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, an any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these articles of incorporation, this 15th day of October, 2001.

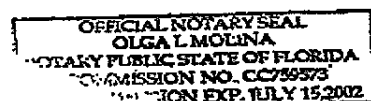

SIDNEY Z. BRODIE
INCORPORATOR AND SUBSCRIBER

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 15th day of October, 2001, by SIDNEY Z. BRODIE, who has produced Florida driver's license, who executed the foregoing Article of Incorporation and who acknowledged before me that he executed those Article of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 15th day of October, 2001.


NAME: OLGA L. MOLINA
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSIONS EXPIRES:



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**STATE OF FLORIDA
DEPARTMENT OF STATE**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING OFFICERS UPON WHOM PROCESS MAY
BE SERVED AND NAMES AND ADDRESSES OF THE
OFFICERS AND DIRECTORS**

The following is submitted, in compliance with Chapter 48.091 Florida Statutes: MANDALAY HOLDINGS, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 7270 NW 12th Street, Ph-I, MIAMI, FLORIDA 33126, has named Sidney Z. Brodie, located at 7270 NW 12th Street, Ph-I, Miami, Florida 33126 as its agent to accept service of process within this state.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
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TO BE DETERMINED IN A FUTURE DATE.

DIRECTORS

<u>NAME</u>	<u>SPECIFIC ADDRESS</u>
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TO BE DETERMINED IN A FUTURE DATE.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.



SIDNEY Z. BRODIE,
INCORPORATOR

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