

OFFICE USE ONLY (DOCUMENT #)

HAZARD'S CORPORATE FILING SERVICE

320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

*PO100012300*

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-11/27/01--01055--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MAGNETO FINANCE GROUP, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in
- Pick up time 2:00
- Mail out
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

**FILED**  
01 NOV 27 PM 12:15  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

**RECEIVED**  
01 NOV 27 AM 10:59  
DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

*11/27*

**ARTICLES OF INCORPORATION**  
**OF**  
**MAGNETO FINANCE GROUP, INC.**

**FILED**  
01 NOV 27 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of the corporation is **MAGNETO FINANCE GROUP, INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

**ARTICLE III- PURPOSE**

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue **ONE THOUSAND (1000)** shares of **ONE DOLLAR (\$1.00)** par value common stock, which shall be the only class of shares. The capital stock may be paid for in property, labor or services, at just valuation to be fixed by the Board of Directors at a meeting called for such purpose.

**ARTICLE V- PRE-EMPTIVE 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 already holds, 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.

**ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2223 NE 123<sup>rd</sup> Street; North Miami, Florida 33181. The name of the initial registered agent of this corporation is STEVEN LIEBERMAN at 11400 North Kendall Drive; Suite 106; Miami, Florida 33176.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

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

<b>NAME:</b>	<b>ADDRESS:</b>
Tevfik Atalay	2223 NE 123 <sup>rd</sup> Street North Miami, Florida 33181

**ARTICLE VIII- OFFICERS**

The names and street address of the officers of this corporation who shall hold office in this corporation until other successors have been elected or appointed and shall qualify are as follows:

<b>NAME</b>	<b>TITLE</b>	<b>ADDRESS</b>
Tevfik Atalay	P/T/S/D	2223 NE 123 <sup>rd</sup> Street North Miami, Florida

## **ARTICLE IX- BY- LAWS**

**The power to adopt, alter, amend or repeal the bylaws shall be vested in the shareholders. The bylaws set forth may include any provision not inconsistent with law including the regulation of the business, the conduct of the affairs of the corporation, and any provision creating, defining, limiting, and regulating the powers of the corporation, the directors and the shareholders of any class of shareholders, including but not limited to, any provision restricting the transfers of shares, any provision for accumulating voting, and upon execution of the bylaws by the shareholders, the bylaws shall have the same force and effect as if incorporated and made a part of these Articles of Incorporation.**

## **ARTICLE X- INCORPORATOR**

**The name and address of the person signing these Articles of Incorporation is STEVEN LIEBERMAN, at 11400 North Kendall Drive; Suite 106; Miami, Florida 33176.**

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of November, 2001.

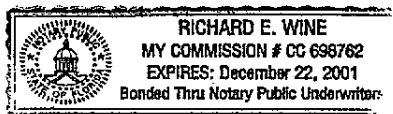
  
STEVEN LIEBERMAN

STATE OF FLORIDA       )  
  )SS:  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 26th day of November, 2001 by STEVEN LIEBERMAN, who is personally known to me or who has produced identification and who did (did not) take the oath.



NOTARY PUBLIC, STATE OF FLORIDA  
Commission Number:  
My Commission Expires:



**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

**MAGNETO FINANCE GROUP, INC.**, desiring to organize under the laws of the State of Florida with its initial principal office at 2223 NE 123<sup>rd</sup> Street; North Miami, Florida 33181 has named **STEVEN LIEBERMAN** located at 11400 North Kendall Drive; Suite 106; Miami, Florida 33176 as its registered agent to accept service of process within this State.

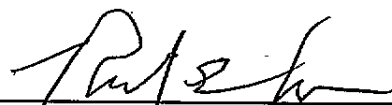
Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said relative to keeping open said office,



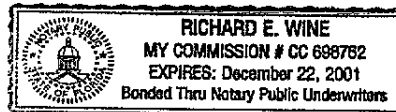
**STEVEN LIEBERMAN**  
Registered Agent

STATE OF FLORIDA            )  
  )SS:  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 26th day of November, 2001 by **STEVEN LIEBERMAN**, who is personally known to me or who has produced identification and who did (did not) take the oath.



**NOTARY PUBLIC, STATE OF FLORIDA**  
My Commission Expires:



01 NOV 27 PM 12:15  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA