

# P01000110277

Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

### M&M FINANCE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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Charter No. \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

M&M FINANCE, INC.

ARTICLE I - NAME

The name of this corporation is M&M FINANCE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

ARTICLE V - PREEMPTIVE RIGHTS

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

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2701 S.W. 3<sup>rd</sup> Avenue, Miami, Florida 33129, and the name of the initial Registered Agent of this Corporation is Richard J. Diaz. The principal place of business is 7950 N.W. 185 Street, Miami, FL 33015.

ARTICLE VII - INITIAL BOARD OF DIRECTORS  
AND OFFICERS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names of the initial officer(s) and director(s) of this corporation are:

Carlos Miranda	President and Director
Carlos Miranda	Secretary
Carlos Miranda	Treasurer

ARTICLE VIII - INCORPORATOR

The name of the incorporator, signing these Articles is:

Richard J. Diaz, Esq.  
2701 S.W. 3<sup>rd</sup> Avenue  
Miami, Florida 33129

ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s).

#### ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51%) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

#### ARTICLE XII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

#### ARTICLE XIII - SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

#### ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Florida law.

#### ARTICLE XV - AMENDMENT

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

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IN WITNESS WHEREOF, the undersigned subscribers have executed these  
Articles of Incorporation this 13<sup>th</sup> day of December, 2001

  
Richard J. Diaz, Esq.  
Incorporator

STATE OF FLORIDA)  
COUNTY OF DADE )

This foregoing instrument was acknowledged before me this 13<sup>th</sup> day of  
December, 2001 by Richard J. Diaz, Esq., as incorporator for M&M FINANCE, INC.,  
who personally appeared before me at the time of notarization and who is personally  
known to me and who (did/did not) take an oath.



Frank M. Marks  
Commission # 01006146  
Expires Sep. 10, 2005  
Bonded Through  
Atlantic Bonding Co., Inc.

NOTARY PUBLIC

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State of Florida at Large  
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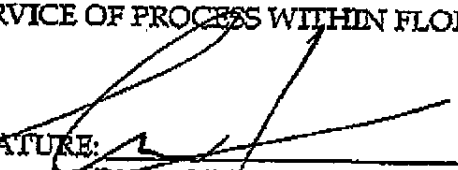
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING THE AGENT  
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST, THAT M&M FINANCE, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF BUSINESS AT MIAMI, STATE OF FLORIDA, HAS NAMED RICHARD J. DIAZ AS REGISTERED AGENT, LOCATED AT 2701 SOUTHWEST 3RD AVENUE, MIAMI, FLORIDA 33129 AS THE AGENT UPON WHOM PROCESS MAY BE SERVED. THE PRINCIPAL ADDRESS OF THE BUSINESS IS 7950 NORTHWEST 185TH STREET, MIAMI, FL 33015.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

Richard J. Diaz, Esq.  
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

RICHARD J. DIAZ, ESQ.  
(REGISTERED AGENT)

DATED: 12/13/01

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