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TRANSMITTAL LETTER

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

200004772332--3  
-01/14/02--01031-011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Manhattan Mutual Fund Corporation  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: \_\_\_\_\_  
Name (Printed or typed)



German American Business Association  
1100 N. Federal Highway  
Fort Lauderdale, FL 33304  
Phone: (954) 561-5415  
Fax: (954) 561-5341

\_\_\_\_\_  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JAN 14 PM 12:56

NOTE: Please provide the original and one copy of the articles.

02-22-02  
MC

**ARTICLES OF INCORPORATION  
OF  
MANHATTEN MUTUAL FUND CORPORATION**

FILED STATE  
SECRETARY OF CORPORATIONS  
02 JAN 14 PM 12:56

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 – NAME**

The name of the Corporation is MANHATTEN MUTUAL FUND CORPORATION. (hereinafter, "Corporation").

**ARTICLE 2 – PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE 3 – PRINCIPAL OFFICE**

The address of the principal office of this corporation is 1109 North Federal Highway, Fort Lauderdale, Florida 33304 and the mailing address is the same.

**ARTICLE 4 – INCORPORATOR**

The name and street address of the incorporator of this Corporation is Matt Zimmermann whose address shall be the same as the principal office of the Corporation.

**ARTICLE 5 – OFFICERS**

The officers of the Corporation shall be:

**President and Treasurer:**

**Arnold Malinenko**

**President and Secretary:**

**Matt Zimmermann**

whose address shall be the same as the principal office of the Corporation.

**ARTICLE 6 – DIRECTOR(S)**

The Director(s) of the Corporation shall be:

**Arnold Malinenko**

**Matt Zimmermann**

whose addresses shall be the same as the principal office of the Corporation.

## ARTICLE 7 – CORPORATE CAPITALIZATION

- 7.1 The maximum numbers of shares that this Corporation is authorized to have outstanding at any time is:  
- **TENTHOUAND (10.000)** shares (voting) of class A stock, each share having the par value of **ONETHOUSAND DOLLAR (\$ 1000.00)**.  
**AND**  
- **NINETYTHOUSAND (90.000)** shares (non-voting) of class B stock, each having the par value of **ONETHOUSAND DOLLAR (\$ 1000.00)**.
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## ARTICLE 8 – SHAREHOLDERS’ RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders’ Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders’ Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

## ARTICLE 11 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by laws, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such shares or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is 1109 North Federal Highway, Fort Lauderdale, Florida 33304. The name and address of the registered agent of this Corporation is Arnold Malinenko, 1109 North Federal Highway, Fort Lauderdale, Florida 33304.

**ARTICLE 13 – BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

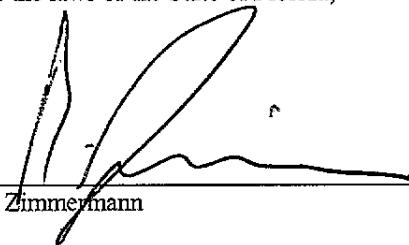
**ARTICLE 14 – EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 15 – AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

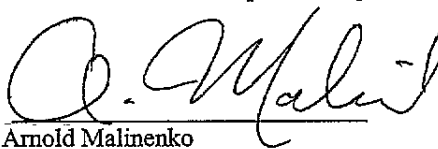
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this January 9, 2002.

  
\_\_\_\_\_  
Matt Zimmermann

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Arnold Malinenko