

Division of Corporations

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Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

D.M.F., INC.

Certificate of Status	1
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
D.M.F., INC.

The undersigned, natural person competent to contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of this corporation is:

D.M.F., Inc., a Florida Corporation

The principal office and mailing address of this corporation is: 1734 SW 100 Avenue, Miami, FL 33165

ARTICLE II CORPORATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State of Florida.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to operating a Mail Boxes Etc. franchise.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have no par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 555 N.E. 15th Street, Suit 100, Miami, FL 33132, and the name of the initial registered agent at that address is Alfredo Garcia-Menocal, Esq.

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ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have THREE(3) officers and directors constituting the initial Board of Directors. The name and street address of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

DEAN MIQUEO- President and Director, 1734 SW 100 Avenue, Miami, FL 33165.

MARIA MIQUEO- Vice President, Secretary, Treasurer, and Director, 1734 SW 100 Avenue, Miami, FL 33165.

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator to these Articles of Incorporation is:

DEAN MIQUEO
1734 SW 100 Avenue,
Miami, FL 33165

ARTICLE VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a

plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.


C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of March, 2002.



DEAN MIQUEO
Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.034 FLORIDA
STATUTES, (1985), as may be amended, the following is submitted:

That, D.M.F., INC., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 555 NE 15 Street, Suite 100, Miami, FL 33132 and the name of the initial registered agent at that address is Alfredo Garcia-Menocal, Esq., as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, Alfredo Garcia-Menocal, Esq. hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of its duties.

By:

Alfredo Garcia-Menocal, Esq.
Registered Agent

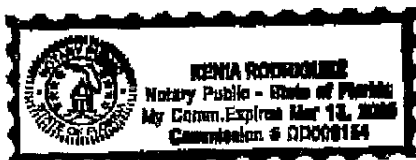
STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Alfredo Garcia-Menocal, known to be and known by me to be the person who executed the foregoing Certificate Designating Registered Agent and Office, and he acknowledged before me that he executed same for the purposes and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 12 day of March, 2002.

NOTARY PUBLIC, State of Florida at Large

My commission expires:



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