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March 13, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

EFFECTIVE DATE

3-11-02

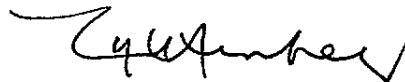
Re: MMP Ventures, Inc.
Our file No. 8970.000

Dear Sir/Madam:

Enclosed please find original and copy of Articles of Incorporation for MMP Ventures, Inc. along with my firm's check for \$78.75 as and for the filing fee. Please file same of record and return a copy to my attention.

Thank you for your anticipated cooperation.

Cordially,



LYNN W. FROMBERG

LWF:ihg

Encls.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 18 AM 7:21

F. CHESSEB

MAR 21

ARTICLES OF INCORPORATION

of

MMP VENTURES, INC.

EFFECTIVE DATE
3-11-02

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 MAR 18 AM 7:21

ARTICLE I - NAME

The name of this Corporation is: **MMP VENTURES, INC.**

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The principal office and mailing address of this corporation is:

12140 N.W. 11th Street
Plantation, Florida 33323

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence; and shall continue perpetually unless dissolved according to law.

ARTICLE IV - PURPOSE

This corporation is organized and shall be authorized to transact any or all lawful business as provided by Florida Statutes, Chapter 607, Florida Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purposes.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

Dade County Corporate Agents, Inc.
20801 Biscayne Boulevard, Suite 505
Aventura, Florida 33180

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors consisting of not less than one (1) Director. The number of directors may be changed from time to time by the Bylaws of this corporation. Directors need not be stockholders. The initial Director of this corporation shall be Scott M. Shandler who shall hold office until the first meeting of Incorporators of this corporation and until the successor Directors are elected and have qualified.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

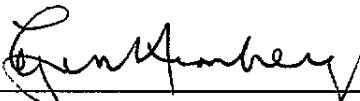
Lynn W. Fromberg
20801 Biscayne Boulevard - Suite 505
Aventura, Florida 33180

ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as Officers or Directors of the corporation, and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13 day of March, 2002.

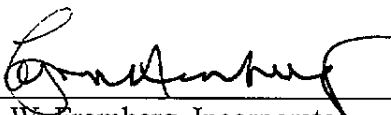


Lynn W. Fromberg, Incorporator

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

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

THAT MMP VENTURES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY
OF PLANTATION, STATE OF FLORIDA, HAS NAMED DADE COUNTY CORPORATE
AGENTS, INC. AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

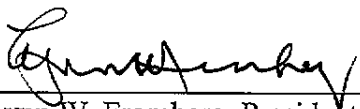


Lynn W. Fromberg, Incorporator

DATE: March 13, 2002.

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

DADE COUNTY CORPORATE AGENTS, INC.

By: 

Lynn W. Fromberg, President

DATE: March 13, 2002.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 18 AM 7:21