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LAW OFFICES
OF

ANTHONY M. LIVOTI, JR., P.A.

ATTORNEYS AND COUNSELORS AT LAW

721 N.E. 3RD AVENUE

FORT LAUDERDALE, FL 33304

(954) 463-3777

ANTHONY M. LIVOTI, JR.
MEMBER OF FLORIDA, NEW YORK
& WASHINGTON D.C. BARS

MICHAEL E. COVIELLO
MEMBER OF FLORIDA &
WASHINGTON D.C. BARS

OF COUNSEL

DONALD E. OSWALD
MEMBER OF FLORIDA BAR

JASON BARNETT
MEMBER OF FLORIDA BAR

May 7, 2002

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

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

Attn.: New Corporate Filings

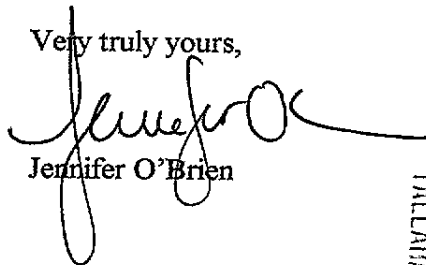
Re: **M CAPITAL HOLDINGS, INC.**

Dear Sir or Ms.:

Enclosed please find the original and one (1) copy of proposed Articles of Incorporation for the above named entity. Also enclosed please find our firm's check in the amount of \$78.75 (\$35.00 for filing fee, \$35.00 for Registered Agent's fee and \$8.75 for certified copy of Articles of Incorporation). Please return the certified copy of the subject Articles to this office at your earliest convenience.

Should you have any questions, please do not hesitate to call.

Very truly yours,



Jennifer O'Brien

Encl

FILED
02 MAY 15 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

yu 5/17

ARTICLES OF INCORPORATION
OF
M CAPITAL HOLDINGS, INC.

FILED
02 MAY 15 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I.

The name of the Corporation is **M CAPITAL HOLDINGS, INC.**

Article II.

This Corporation shall have perpetual existence, and shall commence upon the signing and acknowledging of these Articles.

Article III.

The principal place of business and mailing address of this Corporation shall be:

3900 North, N. E. 22nd Avenue
Lighthouse Point, FL 33064

Article IV.

This Corporation is organized for the purposes of transacting any and all lawful business.

Article V.

This Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

Article VI.

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Article VII.

Every Shareholder, upon sale for cash of any new stock of this Corporation of the same kind, class or series as that which the Shareholder already holds, shall have the right to purchase his or her *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 VIII.

The street address of the initial Registered Agent of this Corporation is **721 N.E. 3rd Avenue #2, Fort Lauderdale, Florida 33304** and the name of the initial Registered Agent of this Corporation at that address is **Anthony M. Livoti, Jr., Esquire.**

Article IX.

This Corporation shall initially have one (1) Director. The number of Directors may increase from time to time by the Corporation's By Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Jon Mendelsohn	3900 North, N.E. 22nd Avenue Lighthouse Point, FL 33064

Article X.

The stock of this Corporation shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958. The amount of capital which this Corporation will begin business shall not be less than Five Hundred and No/100 (\$500.00) Dollars.

Article XI.

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

Name

Address

Jon Mendelsohn

3900 North, NE 22nd Avenue
Lighthouse Point, FL 33064

Article XII.

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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation _

Mary Lane Jones

Jon Mendelsohn
Jon Mendelsohn

STATE OF FLORIDA :

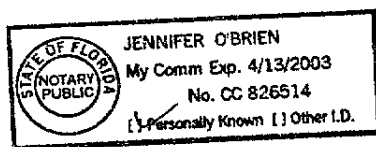
: SS.

COUNTY OF BROWARD :

BEFORE ME, the undersigned authority, personally appeared **Jon Mendelsohn**, who is personally known or who has produced _____ as identification and who first, being duly sworn on oath, acknowledged before me that he executed the above and foregoing instrument for the intent and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State last aforesaid on

May 8, 2002



Jennifer O'Brien
Notary Public, State of Florida at Large
Printed Name: Jennifer O'Brien
Commission No.: 826514
My Commission Expires: 4/13/03

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

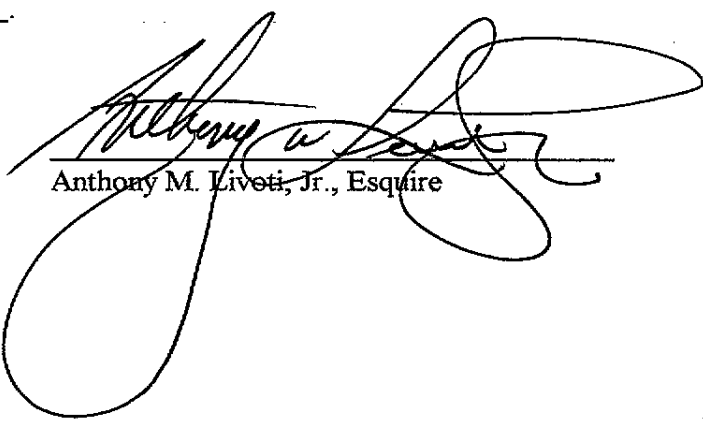
Pursuant of Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **M CAPITAL HOLDINGS, INC.** desiring to organize under the laws of the State of Florida, with its principal office located at **3900 North, N.E. 22nd Avenue, Lighthouse Point, FL 33064** as indicated in the Articles of Incorporation, has named **Anthony M. Livoti, Jr., Esquire** located at **721 N.E. 3rd Ave. #2, Ft. Lauderdale, FL 33304**, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been made 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 provisions of said Act relative to keeping open said office.

DATED: 5/8/02


Anthony M. Livoti, Jr., Esquire

____articles of incorporation.1

FILED
02 MAY 15 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA