

P020000066124

CT CORPORATION

CORPORATION(S) NAME

MAC Ventures Group, Inc.

2002 JUN 14 PM 1:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

02 JUN 14 PM 12:40
RECEIVED
DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

<input checked="" type="checkbox"/> Profit Articles	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

6/14/02

Order#: 5419012

kf

Ref#:

800005767298--4
-06/14/02--01041--029

Amount: \$ *****70.00 *****70.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

6/14/02

ARTICLES OF INCORPORATION

FILED

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

2002 JUN 14 PM 1:05

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

MAC Ventures Group, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place business/mailling address is:

16 Sunset Key Drive, Key West, Florida 30040

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To purchase, acquire and own, by purchase, deed, mortgage, lease, or by any other method, and to hold certain business assets, whether improved or unimproved, and to hold such business assets, and to do every act and everything covered generally performed by a holding corporation; to direct the management, operation, administration and ownership of such business assets; to manage, buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate business assets of all kinds, and any right or interest therein; and to perform any business or service or do all things necessary, appropriate, or incidental thereto or in any way connected therewith.

To acquire, hold, dispose of, buy, sell, underwrite, handle on commission and otherwise deal in stock, shares, bonds, notes and obligations of persons and all forms of public and municipal securities of this or any other country, or any right or interest therein, and while owner thereof, to exercise all rights, powers and privileges of ownership in the same manner and to the same extent that an individual might.

To acquire, hold, use, dispose of all real and personal property, tangible or intangible, of whatever kind and wherever situated, or any right or interest therein for the purposes of the foregoing businesses; to acquire, hold, use or dispose of patent rights and privileges, inventions, formulae, trademarks and names, secret processes or any right or interest therein; to acquire, hold, use or dispose of as a going business or otherwise, all or any part of the assets of any corporation, joint-stock company, trust association, firm or person, and in such cases to assume all or any part of its or his liabilities.

To engage in, transact, and carry on any or all of the above business or any other business or activity necessary or convenient for or incidental to any or all of the foregoing or which can advantageously be conducted in connection therewith, and to engage in, transact and carry on any business or activity necessary or convenient for or incidental to any or all of the foregoing or which can advantageously be conducted in connection therewith, and to engage in, transact and carry on any business or activity which a business corporation organized under the laws of the State of Florida may lawfully engage in, transact or conduct.

ARTICLE IV SHARES

The number of shares of stock is:

1,000, Common, No Par Value

ARTICLE V INITIAL OFFICERS/DIRECTORS

TITLE	NAME	ADDRESS
President:	Mark Epstein	16 Sunset Key Drive, Key West, Florida 30040
Treasurer:	Mark Epstein	16 Sunset Key Drive, Key West, Florida 30040
Secretary:	Mark Epstein	16 Sunset Key Drive, Key West, Florida 30040
Director:	Mark Epstein	16 Sunset Key Drive, Key West, Florida 30040

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Mark Epstein 16 Sunset Key Drive, Key West, Florida 30040

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Mark Epstein 16 Sunset Key Drive, Key West, Florida 30040

ARTICLE VIII SPECIAL PROVISIONS

Reference is made to Continuation Sheets 8A and 8B

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept appointment as registered agent and agree to act in this capacity

By:

Signature/Registered Agent

Date

6/13/02

Signature/Incorporator

Date

6/13/02

CONTINUATION SHEET 8A
Provisions as to Intercompany Dealings

The Corporation may enter into contracts or transact business with one or more of its directors, officers, or stockholders or with any corporation, organization or other concern in which any one or more of its directors, officers or stockholders are directors, officers, shareholders or otherwise interested and other contracts or transactions in which any one or more of its directors, officers or stockholders is in any way interested; and, in the absence of fraud, no such contract or transaction shall be invalidated or in any way affected by the fact that such directors, officers or stockholders of the Corporation have or may have interests which are or might be adverse to the interest of the Corporation even though the vote or action of directors, officers or stockholders having such adverse interests may have been necessary to obligate the Corporation upon such contract or transaction. At any meeting of the Board of Directors of the Corporation (or any duly authorized committee thereof) any such director may vote or act thereat with like force and effect as if he or she had no such interest, provided, in such case the nature of such interest (though not necessarily the extent or details thereof), shall be disclosed or shall have been known to the directors or a majority thereof. A general notice that a director or officer is interested in any corporation or other concern of any kind referred to shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with such corporation or other concern. No director shall be disqualified from holding office as director or officer of the corporation by reason of any such adverse interests, unless the interest is detrimental to the Corporation. In the absence of fraud, no director, officer or stockholder having such adverse interest shall be liable to the Corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of such contract or transaction nor shall any such director, officer or stockholder be accountable for any gains or profits realized thereon.

The Corporation may be a partner in any business enterprise which it would have the power to conduct by itself.

CONTINUATION SHEET 8B
Indemnification of Officers and Directors

The Corporation shall, to the extent legally permissible, indemnify each of its Directors and Officers (including persons who serve at its request as Directors, Officers, or Trustees of another organization, or who serve at its request in any capacity with respect to any employee benefit plan) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a Director or officer, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director or Officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involved such indemnification, (a) by a majority of the disinterested Directors then in office; or (b) if there are no disinterested Directors then in office, by a majority of the Directors then in office, provided in either case that there has been obtained an opinion in writing of independent legal counsel appointed by a majority of such disinterested Directors or a majority of the Directors, as the case may be, to the effect that the indemnification of such Director or Officer is not prohibited by law; or (c) by the holders of a majority of the outstanding stock at the time entitled to vote for Directors, voting as a single class, exclusive of any stock owned by any interested Director or Officer. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director or Officer may be entitled. As used in this paragraph, the terms "Director" and "Officer" include their respective heirs, executors and administrators, and an "interested" Director or Officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending. Nothing contained in this Section shall affect any rights to indemnification to which corporate personnel other than Directors or Officers may be entitled by contract or otherwise by law.