

P02000112305

October 7, 2002

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

J. Mayer
5720 LaGarde Drive
Miami Beach, FL 33140

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-10/17/02--01031--009
*****70.00 *****70.00

Re: Mayer Equity Group, Inc. (the "Company")

Ladies and Gentlemen:

Enclosed please find two original sets of the Company's Articles of Incorporation along with a check in the amount of \$70.00. Please stamp one of the sets of Articles of Incorporation and return it in the enclosed self addressed envelope.

If you have any questions, please call me at 305-866-5675.

Sincerely,



Jonathan Mayer

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 OCT 17 AM 9:06

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**ARTICLES OF INCORPORATION
OF
MAYER EQUITY GROUP, INC.**

FILED
02 OCT 17 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is Mayer Equity Group, Inc. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 5720 La Gorce Drive, Miami Beach, Florida 33140.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	common

ARTICLE IV

Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 5720 La Gorce Drive, City of Miami Beach, County of Miami-Dade, Florida 33140 and the name of its initial registered agent at such office is Jonathan Mayer.

ARTICLE V

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until his successor is duly elected and qualified is:

Jonathan Mayer
5720 La Gorce Drive
Miami Beach, Florida 33140

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE VI

Incorporator

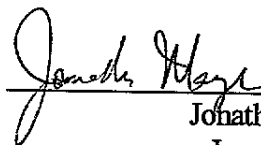
The name of the Incorporator is Jonathan Mayer and the address of the Incorporator is 5720 La Gorce Drive, Miami Beach, Florida 33140.

ARTICLE VII

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

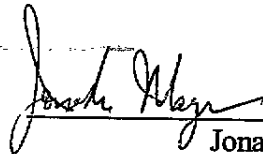
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 7th day of October, 2002.



Jonathan Mayer,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Mayer Equity Group, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Jonathan Mayer,
Registered Agent

October 7, 2002