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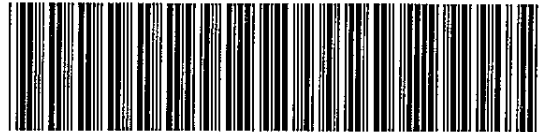
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Law Offices  
**MICHAEL K. FELDMAN, P.A.**

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Florida 33154-2025

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October 21, 2002

VIA FEDERAL EXPRESS  
USA AIRBILL NO. 8371 1110 8930


Florida Dept. of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

Re: M & G ASSOCIATES OF FLORIDA, INC., a Florida corporation

Dear Friends:

Please find enclosed Articles of Incorporation, Certificate Designating Registered Agent, and our trust account check in the amount of \$146.52. Please forward Certified Copy.

Very truly yours,



Michael K. Feldman, Esq.

MKF:fw  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

M & G ASSOCIATES OF FLORIDA, INC.

I or We, the undersigned subscriber(s) to these Articles of Incorporation, a natural person or persons competent to contract, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of Florida Statute, Chapter 607, known as the "Florida General Corporation Act," do hereby subscribe to this Certificate of Incorporation:

ARTICLE I

The name of the Corporation is:

M & G ASSOCIATES OF FLORIDA, INC.

ARTICLE II

The general nature of the business or businesses of the corporation and the objects and purposes proposed to be transacted, promoted or carried on by it, are as follows:

(a) To conduct all manner of lawful business authorized by the Corporate Statutes of the State of Florida.

(b) To take, lease, purchase or otherwise acquire; and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, cultivate and otherwise acquire, and to hold, sell, convey, exchange, hire, lease, pledge, mortgage and otherwise deal in and dispose of all kinds of personal property, chattels, chattels real, causes in action, notes, bonds, mortgages and securities.

(c) To guarantee or endorse promissory notes, bonds, or other evidences of indebtedness of any person, firm or corporation, and to pledge and encumber any and all corporate assets as security for the payment thereof, and to generally act as guarantor, endorser, or co-maker without, however, engaging in business as a surety company within the meaning of Florida Statute Chapter 607, known as the "Florida General Corporation Act." The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is: 100 shares of Common Stock at \$1.00 par value per share.

### ARTICLE IV

The capital of the corporation shall be at least equal to the aggregate amount of consideration received by the corporation for the issuance of the shares described in Article III hereof, plus such amounts as, from time to time, by resolution of the stockholders, may be transferred thereto.

### ARTICLE V

This corporation is to exist perpetually.

### ARTICLE VI

The initial registered office and mailing address of this corporation in the State of Florida is:

#1707, 300 Bayview Drive, Sunny Isles Beach, FL 33160

and the Registered Agent of the Corporation at the registered address is: MICHELE GRIECO

The stockholders may from time to time move the principal office to any other address in Florida.

#### ARTICLE VII

Pursuant to the provisions of Chapter 607.0732(1)(a) (1995), Florida Statutes, this corporation shall have no directors. The business of the corporation shall be managed by its stockholders.

#### ARTICLE VIII

The names and post office addresses of the first President, Vice Presidents, if any, Secretary, Treasurer, who subject to the provisions of this Certificate of Incorporation, the By-Laws, and Florida Statute Chapter 607, known as the "Florida General Corporation Act," shall hold office for the first year of the corporation's existence, or until the successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
MICHELE GRIECO	President	#1707, 300 Bayview Drive Sunny Isles Beach, FL 33160

#### ARTICLE IX

The names and post office addresses of each subscriber to this Certificate of Incorporation and the number of shares which he agrees to take, and the value of the consideration therefor, to be received by the corporation, are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE PAID</u>
MICHELE GRIECO	#1707, 300 Bayview Dr. Sunny Isles Beach, Florida 33160	100	\$100.00

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by majority of the stockholders entitled to vote thereon.

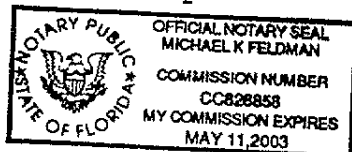
Michele Grieco  
MICHELE GRIECO

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared MICHELE GRIECO, to me well known to be the person(s) described in and who executed the foregoing Certificate of Incorporation, and who is personally known to me or who produced the following identification: \_\_\_\_\_, and who acknowledged before me that he/she subscribed to said Certificate of Incorporation.

WITNESS my hand and official seal in the County and State above named this 21 day of October, ~~xx~~ 2002

My Commission Expires:



[Signature]  
Notary Public, State of Florida  
Printed Name: \_\_\_\_\_

-----[Acknowledgments continued on next page.]-----

CERTIFICATE DESIGNATING PLACE OF RESIDENCE 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:

FIRST: THAT M & G ASSOCIATES OF FLORIDA, INC.  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS AT  
CITY OF SUNNY ISLES BEACH, STATE OF FLORIDA, HAS NAMED  
MICHELE GRIECO LOCATED AT #1707, 300 Bayview Drive,  
CITY OF Sunny Isles Beach, STATE OF FLORIDA, AS  
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Michele Grieco  
MICHELE GRIECO

TITLE: PRESIDENT

DATED October 21, 2002

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

SIGNATURE

Michele Grieco  
(Registered Agent) MICHELE GRIECO

DATED October 21, 2002

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA