

JAN-13-03 MON 7:09 PM

Division of Corporations

P. 1

Page 1 of 2

P03000004978

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000012857 6))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 641-4192

FLORIDA PROFIT CORPORATION OR P.A.

MICHAEL HOLDINGS FLORIDA, INC.

03 JAN 14 AM 9:29
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

JAN-13-03 MON 7:09 PM

P. 2

H030000/2857

03 JAN 14 AM 9:29

SECRETARY OF
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
MICHAEL HOLDINGS FLORIDA, INC.

ARTICLE I.
NAME.

The name of the Corporation is: MICHAEL HOLDINGS FLORIDA, INC.

ARTICLE II.
DURATION.

The Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III.
PURPOSE.

This Corporation is organized to perform all and any lawful business activities not prohibited by the laws of the State of Florida.

ARTICLE IV.
PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal office and mailing address of the Corporation is: MICHAEL HOLDINGS FLORIDA, INC., 2200 Corporate Blvd., Suite 304, Boca Raton, Florida 33431.

ARTICLE V.
CAPITAL STOCK.

The Corporation is authorized to issue ONE THOUSAND (1000) shares of \$1.00 Dollar (\$1) par value common stock, which shall be designated "Common Shares".

H030000/2857

LAWRENCE A. CAPLAN, D.A.
2200 CORPORATE BLVD., SUITE 304
BOCA RATON, FL 33431
561.988.6009
FL. BAR # 420521

HA300012857

ARTICLE VI.
INITIAL REGISTERED AGENT AND OFFICE.

The initial Registered Agent and the street address of the registered office of the corporation is:

LAWRENCE A. CAPLAN, P.A.
2200 Corporate Blvd., Suite 304
BOCA RATON, FLORIDA 33431

ARTICLE VII.
INCORPORATOR.

The person signing these Articles of Incorporation is:

LAWRENCE A. CAPLAN, ESQ.
2200 Corporate Blvd., SUITE 304
BOCA RATON, FLORIDA 33431

ARTICLE VIII.
DIRECTORS

The initial directors of the Corporation and their addresses are as follows:

LAWRENCE A. CAPLAN
2200 Corporate Blvd., Suite 304
Boca Raton, FL 33431

ARTICLE IX.
POWERS.

The Corporation shall have all of the corporate powers allowed it under Chapter 607, Florida Statutes.

ARTICLE X.
AMENDMENT.

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

HA300012857

JAN-13-03 MON 7:10 PM

P. 4

H03000012857

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of January, 2003



LAWRENCE A. CAPLAN, Incorporator

STATE OF FLORIDA :

: ss:

COUNTY OF PALM BEACH :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, LAWRENCE A. CAPLAN, to me well known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed and executed the same for the purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Boca Raton, Palm Beach County, Florida, this 9th day of January, 2003.



NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



Shelly Brown
My Commission 00170281
Expires January 18, 2007

H03000012857

JAN-13-03 MON 7:10 PM

P. 5

403000012857

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE FOR SERVICE OF PROCESS**


In compliance with Sections 607.0501 and 48.091, Florida Statutes, the following is submitted:

That MICHAEL HOLDINGS FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida, has named LAWRENCE A. CAPLAN, P.A., located at 2200 Corporate Blvd., Suite 304, Boca Raton, Florida 33431, as its Registered Agent to accept service of process within the State of Florida.


LAWRENCE A. CAPLAN, Incorporator

DATE 1/9/03

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 the capacity of Registered Agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


LAWRENCE A. CAPLAN, P.A.
Registered Agent

STATE OF FLORIDA
DIVISION OF CORPORATIONS
03 JAN 14 AM 9:29

403000012857