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Marc D. Kleiner, PA

19400 N.E. 23rd Ave. Miami, Florida 33180

Telephone (305) 310-9715 Facsimile (305) 931-0940

Marc D. Kleiner*

*licensed in Florida and New Jersey

April 1, 2003

Department of State Division of Corporations PO BOX 6327 Tallahassee, FL 32314

To Whom It May Concern:

Enclosed please find two (2) copies of the Articles of Incorporation and Certificate of Registered Agent for MPG Financial, Inc In addition enclosed is a check for \$78.75 as filing fees as fees for certified copies of the Articles. Please return the certified copy to me at the address listed above. If you have any questions please feel free to contact me at the number listed above.

Marc Kleiner

Sincerely.

/Enc.

O3 APR -4 PH 3: 35 SECRETARY OF STATE ALLAHASSEF FLORIDA

ARTICLES OF INCORPORATION OF MPG FINANCIAL, INC. a Florida Corporation

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is MPG Financial, Inc.

<u>ARTICLE II - MAILING ADDRESS AND PRINCIPLE OFFICE</u>

The principal office and mailing address of this Corporation shall be:

9801 Collins Ave, Suite 8E Bal Harbour, Fl 33154

ARTICLE III - DURATION

The period of duration is perpetual.

ARTICLE IV - PURPOSE

The purpose is money management and investments and any other legal purpose..

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 500 shares, all of one class

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the corporation is Marilyn Goldsmith and the initial registered office of this corporation is 9801 Collins Ave, Suite 8E, Bal

Marc D. Kleiner 19400 N.E. 23 Avenue Miami, Florida 33180 Tel: (305) 937-5568 Florida Bar # 0548510 Harbour, Florida 33154

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director(s) initially. The number of directors may be either increased or decreased, from time to time, by and amendment of the By-Laws of this corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director(s) of this corporation are:

NAME

ADDRESS

Mark Portnoy

9801 Collins Ave, 8E Bal Harbour, FL 33154

ARTICLE VIII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Name

ADDRESS

Marc D. Kleiner

19400 N.E. 23 Avenue Miami, Florida 33180

ARTICLE X - AMENDMENT OF ARTICLES

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.

Marc D. Kleiner 19400 N.E. 23 Avenue Miami, Florida 33180 Tel: (305) 937-5568 Florida Bar # 0548510 Marc D. Kleiner Incorporator

CERTIFICATE OF REGISTERED AGENT

<u>OF</u>

MPG FINANCIAL, INC.

a Florida Corporation

Pursuant to Chapter 607.034 of the Florida Statutes, the following is submitted, in compliance with said Act:

That MPG Financial, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Bal Harbour, County of Miami-Dade, State of Florida, has named Marilyn Goldsmith 9801 Collins Ave, Suite 8E, Bal Harbour, Florida 33154, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 29 day of March, 2003.

Marilyn Goldsmith

By:

Màrilyn Goldsmith

Marc Kleiner, Esq 19400 N.E. 23 Ave Miami, Florida 33131 Tel: (305) 937-5568 Florida Bar #0548510