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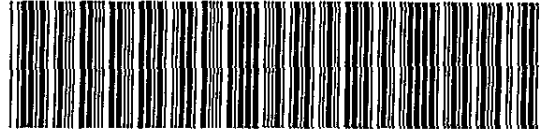
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

M&M FINANCIAL CORP
P.O. BOX 680501
MIAMI, FLORIDA 33168
305-754-7200

April 3, 2003

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Filing of Corporation
M&M FINANCIAL CORP

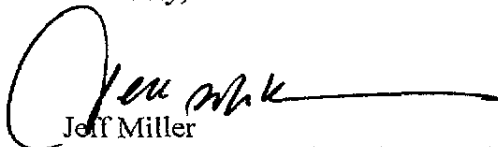
Dear Secretary of State:

Enclosed herewith for filing with the State of Florida is the original Certificate of Incorporation for M&M FINANCIAL CORP. Also enclosed is a check made payable to the Secretary of State in the amount of \$78.75 for filing fees.

Upon filing with the State, please return the original document to the following address: M&M FINANCIAL CORP
C/O Jeff Miller
16455 NE 6th Ave
N. Miami Beach, FL 33162

Should you have any questions, please do not hesitate to contact the undersigned at 305-945-8070. Your assistance and cooperation in this request will be greatly appreciated.

Sincerely,


Jeff Miller

**CERTIFICATE OF INCORPORATION
OF
M&M FINANCIAL CORP.**

WE, the undersigned, are desirous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporation for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Certificate of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be M&M FINANCIAL CORP. and its principal place of business shall be P.O. Box 680501, Miami, Fl 33168, and any other location that the Board of Directors may deem appropriate.

ARTICLE II

This corporation is to have perpetual existence, commencing upon the approval by the Secretary of State of this Certificate of Incorporation.

**ARTICLE III
GENERAL NATURE OF BUSINESS**

The general nature of the business and object and purposes to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz.:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers to:
 - (a) To have perpetual succession by its corporate name, to sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
 - (b) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
 - (c) To purchase, take, receive lease, or otherwise acquire, own hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
 - (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
 - (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in or obligations of other domestic or foreign corporations, association, partnership, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
 - (g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.
 - (h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invest.
 - (I) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within state.
 - (j) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
 - (k) To make and alter by-laws, not inconsistent with its Article of Incorporation or with the laws of this state.

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- (l) To make donations or the public welfare or for charitable, scientific, or educational purposes.
- (m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (n) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- (o) To have and exercise all powers necessary of convenient to effect its purposes.
- (p) To indemnify any person who by reason of the fact that they were a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute s607.014

ARTICLE IV

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is One Thousand Shares (1000) of common stock of the par value of \$.01 per share.

The shares shall carry no preemptive rights.

Stock in this corporation shall be paid for in lawful money of the United States of America, or in property, labor, or services provided that where stock is paid for in or by property, labor or services, the just value thereof shall be fixed by the incorporators of the Board of Directors, in the manner provided by state statute.

ARTICLE V AMOUNT OF CAPITAL

The amount of capital with which the corporation will begin business will be a minimum of one hundred dollars (\$100.00).

ARTICLE VI DIRECTOR

The affairs of the corporation will be managed by a Board of Directors numbering at least three (3). The name and address of the individuals who are to serve as directors, until new directors are elected at the first shareholders meeting are as follows:

Name	Address
Gwendolyn McLaurin President	P.O. Box 680501 Miami, FL 33168
Dwayne M. Jones V. President	P.O. Box 680501 Miami, FL 33168
Janette Cushion Secretary	P.O. Box 680501 Miami, FL 33168

**ARTICLE VII
OFFICERS**

The name and address of the individuals who will serve as the initial officers of the corporation until new directors are appointed at the first meeting of the shareholders are as follows:

Name	Address
Gwendolyn McLaurin President	P.O. Box 680501 Miami, FL 33168
Dwayne M. Jones Vice President	P.O. Box 680501 Miami, FL 33168
Janette Cushion Secretary	P.O. Box 680501 Miami, FL 33168

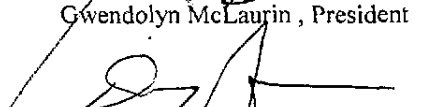
**ARTICLE VIII
SUBSCRIBER**

The name and address of the individuals who are the original subscribers for the shares of common stock of the corporation are as follows:

Name	Address
Gwendolyn McLaurin President	P.O. Box 680501 Miami, FL 33168
Dwayne M. Jones Vice President	P.O. Box 680501 Miami, FL 33168
Janette Cushion Secretary	P.O. Box 680501 Miami, FL 33168

WE, the undersign, being the original subscribers to this Certificate of Incorporation, does hereby make, subscribe, acknowledge and file this certificate and certify that the facts stated herein are true, and have hereunto set our hand and seal this 24th day of March, 2003.


Gwendolyn McLaurin, President

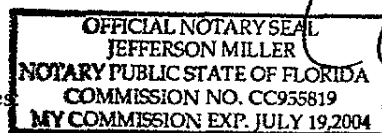

Dwayne M. Jones, Vice President


Janette Cushion, Secretary

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI DADE)

BE IT REMEMBERED that on this 31st day of March 2003, personally came before me, a notary public of the state of Florida, the parties to the foregoing Certificate of Incorporation, Gwendolyn McLaurin, Dwayne M. Jones and Janette Cushion, who are personally known to me or who has produced the following identification FLORIDA DRIVER LICENSE, and acknowledged the said certificate to be the acts and deeds of the signers, and that the facts herein are truly set forth.

Given under my hand and seal the day and year aforesaid.



[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That M&M FINANCIAL CORP., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation at the City of North Miami Beach, County of Miami Dade and State of Florida, has named Jeff Miller, 16455 NE 6th Ave, N. Miami Beach as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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

[Signature]
REGISTERED AGENT

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