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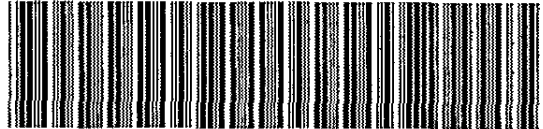
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SECURITY SERVICE
ALLAPASSEE COUNTY

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: M & F Corporation

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Alberto Amorós

Name (Printed or typed)

9130 S. Dadeland Blvd., Suite 1607

Address

Miami, FL 33156-7851

City, State & Zip

305 6707858

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 27, 2004

ALBERTO AMOROS 2ND REJECT
9130 S DADELAND BLVD STE 1607
MIAMI, FL 33156-7851

SUBJECT: M & F CORPORATION
Ref. Number: W04000005302

You failed to make the correction(s) requested in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 404A00008490

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ARTICLES OF INCORPORATION

OF

M. TOMAS, CORPORATION

The undersigned, a natural person, being of full legal age, do, under by virtue of the Florida Business Corporation Act authorizing the formation of corporations, make these Articles of Incorporation with the intention of forming a corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Company") is: M. Tomas, Corporation.

ARTICLE II

PRINCIPAL OFFICE

The Company's Principal Office in the State of Florida is at 11009 NW 43rd Lane, Doral, Florida 33178. The Board of Directors may, from time to time, move the Principal Office to any other address in Florida.

ARTICLE III

DURATION

The Company is to have perpetual existence.

ARTICLE IV

PURPOSES

The nature of the business and of the purposes to be conducted and promoted

by the Company which shall be to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which companies may be organized under the Florida Business Corporation Act.

ARTICLE V POWERS OF THE COMPANY

The Company has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs and may exercise any powers, without any limitation whatsoever, under the Florida Business Corporation Act, under which this Company is formed.

ARTICLE VI CAPITAL STOCK

SECTION 1. The total number of shares which the Company has authority to issue is five hundred thousand (500,000) shares of capital stock of the par value of \$ 1.00 (one dollar) each having an aggregate par value of \$ 500,000.00 (five hundred thousand dollars).

All such shares are of one class and are shares of common stock.

SECTION 2. Each share of stock of the Company shall entitle thereof to a pre-emptive right, for a period of 30 (thirty) days, to subscribe for, purchase, or otherwise acquire any shares of stock of the same class of the Company or any equity and/or voting shares of stock rights or options which the Company proposes to grant for the purchase of shares of stock of the same class of the Company or of equity and/or voting shares of any class of stock of the Company or for the purchase of any shares of stock, bonds, securities, or obligations of the Company which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of stock of the same class of the Company or equity and/or voting shares of stock of any class of the Company, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares of

stock, rights, options, bonds, securities or obligations of the Company may be issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares of stock which confer unlimited voting rights in the election of one or more directors.

SECTION 3. All persons who shall acquire stock in the Company shall acquire the same subject to the provisions of these Articles of Incorporation.

SECTION 4. The common stock shall be issued for such consideration, but not less than the par value thereof, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property or services rendered received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be non-assessable.

SECTION 5. The Company shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Company any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

ARTICLE VII REGISTERED OFFICE

The street address of the place at which the Registered Office of the Company in the State of Florida will be located is 11009 NW 43rd Lane, Doral, Florida 33178.

ARTICLE VIII
REGISTERED AGENT

The Company's Registered Agent is Marcia Tomas Douzmanian whose street address is 11009 NW 43rd Lane, Doral, Florida 33178.

ARTICLE IX
DIRECTORS

The initial number of directors of the Company shall be One (1), and the name and address of the one who shall act as such until the first annual meeting or until his successor is duly elected and qualify is as follows:

Marcia Tomas Douzmanian	11009 NW 43 rd Lane Doral, Florida 33178
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The Directors shall be elected at the annual meeting of shareholders called for the purpose, and each Director shall hold office until the date fixed by the Articles of Incorporation and the Bylaws for the next succeeding annual meeting of shareholders and until his successor is elected, or until early resignation, removal from office or death. At any meeting of shareholders at which Directors are elected, only persons nominated as candidates shall be eligible.

The number of Directors, which shall be not less than One (1), may be fixed or changed at a meeting of the shareholders called for the purpose of electing Directors at which a quorum is present, by the affirmative vote of the holders of a majority of the shares issued and outstanding at the meeting and entitled to vote on such proposal. In case the shareholders at any meeting for the election of Directors shall fail to fix the number of Directors to be elected, the number elected shall be deemed to be the number of Directors so fixed.

However, the Bylaws of the Company may fix the number of directors at a number other than One (1) and may authorize the Board of Directors, by the vote of a majority of the entire Board of Directors, to increase or decrease the number of directors within a limit specified in the Bylaws, provided that in no case shall the number of directors be less than One (1), and to fill the vacancies created by such

increase in the number of directors.

Unless otherwise provided by the Bylaws of the Company, the directors of the Company need not be shareholders.

ARTICLE X INCORPORATOR

The name and address of the incorporator is as follows: Marcia Tomas Douzmanian of 11009 NW 43rd Lane, Doral, Florida 33178.

ARTICLE XI MANAGEMENT

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Company, and for creating, defining, limiting and regulating the powers of the Company, the directors and the shareholders.

The Board of Directors shall have the management and control of the property, business and affairs of the Company, and is hereby vested with all the powers possessed by the Company itself so far as is not inconsistent with law or these Articles of Incorporation. In Furtherance and without limitation of the foregoing provisions, it is expressly declared that, subject to these Articles of Incorporation, the Board of Directors shall have power:

- (i) To make, alter, amend or repeal from time to time Bylaws of the Company except as such power may otherwise be limited in the Bylaws.
- (ii) To authorize the purchase of shares of the Company in the open market or otherwise, provided the Company has assets legally available for such purpose, and to pay for such shares in cash, securities or other assets then held or owned by the Company.
- (iii) To determine, as provided herein, or if provision is not made

herein, in accordance with generally accepted accounting principles, what constitutes annual or other net profits; from time to time to fix and vary the amount to be reserved as working capital; to set apart out of any surplus of the Company such reserves in such amounts and for such proper purposes as it shall determine and to abolish any such reserves or any part thereof.

- (iv) To distribute dividends from funds legally available therefor in such accounts, if any, and in such manner and to the shareholders of record as of such date, as the Board of Directors may determine.
- (v) To provide for the reasonable compensation of its own members and to fix the terms and conditions upon which such compensation will be paid.

ARTICLE XII

DIRECTORS' CONFLICTS OF INTEREST

No contract or other transaction between this Company and one or more of its directors, or between this Company and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

- (i) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- (ii) The fact of such relationship or interest is disclosed or known to

the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

- (iii) The contract or transaction is fair and reasonable as to the Company at the time it is authorized by the Board of Directors, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XIII INDEMNIFICATION

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Company, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his capacity as director, officer, employee, or agent of the Company, or of any other corporation, partnership, joint venture, trust, or other enterprise in which he served as such at the request of the Company, shall be indemnified by the Company, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Company shall pay such expenses, including attorney's fees in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he is entitled to indemnification by the Company for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any

person who is or was a director, officer, employee, or agent of another corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such whether or not the Company would have the power to indemnify him against such liability hereunder.

The foregoing right of indemnification shall not be deemed to exclude other rights to which any current or former Director, Officer, Employee or Agent may be entitled as a matter of law.

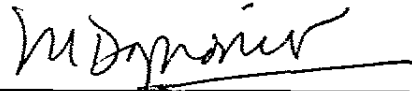
Nothing contained herein shall be construed to protect any Director, Officer, Employee or Agent of the Company against any liability to the Company or its shareholders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

ARTICLE XIV AMENDMENTS

From time to time any of the provisions of these Article of Incorporation may be amended, altered or repealed (including any amendment that changes the terms of any of the outstanding stock by classification, reclassification or otherwise), and other provisions that might, under the Statutes of the State of Florida at the time in force, be lawfully contained in Articles of Incorporation may be added or inserted, upon the vote of the holders of a majority of the shares of capital stock of the Company at the time outstanding and entitled to vote, and all rights at any time conferred upon the shareholders of the Company by these Articles of Incorporation are subject to the provisions of this Article XIV.

The term "these Articles of Incorporation" as used herein and in the Bylaws of the Company shall be deemed to mean these Articles of Incorporation as from time to time amended and restated.

IN WITNESS WHEREOF, I have signed these ARTICLES OF
INCORPORATION on this 29th day of January, A. D. 2004.



Marcia Tomas Douzmanian

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

This is to certify that on this 29th day of January, 2004 before me, the subscriber, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Marcia Tomas Douzmanian to me known, and known to me to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and Notarial Seal the day and the year last above written.




Notary Public
State of Florida

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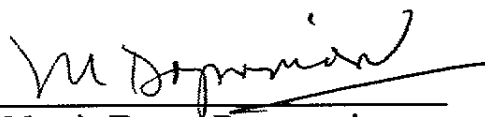
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the Florida Business Corporation Act, the following is
submitted:

First, That ~~M. S. F. Corporation~~ ^{M. TOMAS, CORPORATION}, desiring to organize under the Florida Business Corporation Act, has named Marcia Tomas Douzmanian of 11009 NW43rd Lane, Doral, Florida 33178, as its statutory Registered Agent. 

Second, That having been named the Statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping the registered office open, and I accept the obligations of section 607.0505 F. S.



Marcia Tomas Douzmanian
Registered Agent

Dated: this 29 th day of January 2004.

