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COVER LETTER

2006 JAN -6 AM 9:33

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

TALLAHASSEE FLORIDA

SUBJECT: MFW Management, Inc.

(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: Mark Whittle

Name (Printed or typed)

606 Maryland Ave.

Address

/ P.O. Box 615 (mail)

Crystal Beach, FL 34681

City, State & Zip

727-424-1021

Daytime Telephone number

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

EFFECTIVE DATE

01/01/06

ARTICLES OF INCORPORATION

OF

MFW MANAGEMENT, INC.

2006 JAN -6 AM 9:33

STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of the corporation is:

MFW MANAGEMENT, INC.

ARTICLE II. DURATION

The period of the corporation's duration is perpetual. The corporation is organized pursuant to Chapters 607 and 621 of the Florida Statutes.

ARTICLE III. PURPOSE

The purposes for which the corporation is organized are to engage in any lawful business activity for which corporations may be organized, and any activity which corporations are not prohibited, under the Florida Statutes and other Florida Laws, including but not limited to real estate management services.

The corporation shall have all the powers and rights exercisable by a Florida corporation, including the powers specifically enumerated in Chapters 607 and 621 of the Florida Statutes as amended from time to time.

ARTICLE IV. CAPITALIZATION

The aggregate number of shares that the corporation shall have authority to issues is 100,000 shares of common stock. Such stock shall have a par value of \$.01 per share. The board of directors shall have the authority to establish series and fix and determine variations in the relative rights and preferences as between series.

No shareholder of the corporations shall, because of his ownership of stock, have any preemptive right or the right to purchase, subscribe for, or take any part of any stock or (although none of the following has as yet been created or authorized) any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of the corporation, authorized by the Articles of Incorporation or by Articles of Amendment duly filed, may at any time be issued, optioned for sale, or sold or disposed of by the corporation pursuant to resolution of its board of directors upon such terms as may seem proper to the board without first offering such stock or securities or any part thereof to the existing shareholders.

ARTICLE V. COMMENCING BUSINESS

The corporation shall not commence business until it has received appropriate payment for the issuance of shares of its stock, but no later than January 1, 2006.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The corporation's initial registered office shall be located in Pinellas County, Florida, at the following address:

606 Maryland Avenue
Crystal Beach, FL 34681

The initial registered agent at the corporation's initial registered office shall be Mark Whittle (see signature below).

The mailing address of the initial principle office of the corporation shall be:

P.O. Box 615
~~606 Maryland Avenue~~
Crystal Beach, FL 34681

ARTICLE VII. BOARD OF DIRECTORS

The number of directors shall be at least one and shall be such number as is fixed in the by laws of the corporation. The director constituting the initial board of directors, whose name and address is the following:

Mark Whittle
606 Maryland Avenue
Cyrstal Beach, FL 34681

ARTICLE VIII. INCORPORATOR

The incorporator of this corporation shall be Mark Whittle, whose name and address is the following (see signature below):

Mark Whittle
606 Maryland Avenue
Cyrstal Beach, FL 34681

ARTICLE IX. LIMITATION OF LIABILITY

The personal liability is hereby eliminated of a director to the corporation or its shareholder for monetary damages for breach of duty of care or other duty as director, provided that this provision shall not eliminate or limit the liability of a director: (A) for any appropriation, in violation of his duties, of an business opportunity of the corporation; (B) for acts or omissions which involve intentional misconduct or a knowing violation of law; (C) for the types of liability set forth the Florida Statutes as amended; or (D) for any transaction from which the director received an improper personal benefit; and provided that this provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this provision becomes effective, which is the date of incorporation.

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the corporation, the board of directors, committees of the board of directors, and individual directors, in addition to considering the effects of any action on the corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the corporations and its subsidiaries are located, and all other factors that such directors consider pertinent; provided, however, that any such provision shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide any constituency any right to be considered.

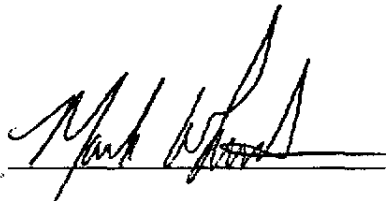
Any repeal or modification of the provisions of the Articles by the shareholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of the

directors of the corporation with respect to any act of omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the shares represented at a duly noticed meeting of shareholders with a quorum present.

In the event of any amendment of the Florida Statutes to authorize the further elimination or limitation of liability of directors, the liability of a director of the corporation shall be limited to the fullest extent permitted by the amended Florida Statutes, in addition to the limitation of personal liability provided herein.

In the event that any provision of the Article (including a clause) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned executes the Articles of Organization on December 27, 2005.



Mark Whittle, Incorporator/Registered Agent/President
606 Maryland Avenue
Cyrstal Beach, FL 34681

FILED
2006 JAN -6 AM 9:33
TALLAHASSEE - FLORIDA