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STEARNS WEAVER MILLER

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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**MCF-2, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
MCF-2, INC.**

2007 JUN 27 P 12:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **MCF-2, INC.** The address of the initial principal office and the mailing address of this corporation is Suite 2200, 150 West Flagler Street, Miami, Fl. 33130.

**ARTICLE II - PURPOSE**

This corporation may engage in, conduct and transact any and all lawful business. This corporation shall have perpetual existence.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock, of One Dollar (\$1.00) par value each.

**ARTICLE IV - INITIAL REGISTERED**

**OFFICE AND AGENT**

The street address of the registered office of this corporation and the name of the registered agent of this corporation at such office is:

<u>Name</u>	<u>Address</u>
Owen S. Freed	Suite 2200, 150 West Flagler St. Miami, Florida, 33130

**ARTICLE V - COMMENCEMENT**

This corporation shall commence as of the date on which these Articles of Incorporation are filed with the office of the Secretary of State of Florida.

#### ARTICLE VI -BOARD OF DIRECTORS

The Board of Directors of this corporation shall be comprised of three persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one nor more than seven.

The names and addresses of the members of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
<b>Carlos Osorio</b>	<b>11263 N. W. 77<sup>th</sup> Terrace Doral, FL. 33178</b>
<b>Fernando Peraza</b>	<b>11263 N.W. 77<sup>th</sup> Terrace Doral, Fl. 33178</b>
<b>Owen S. Freed</b>	<b>Suite 2200, 150 West Flagler St. Miami, Florida, 33130</b>

#### VII ARTICLE - OFFICERS

This corporation shall have a President, Vice President, and Secretary. It shall have such additional officers as the Board of Directors may from time to time designate. The officers of the corporation to serve until their successors have been duly elected and qualified are:

President:	Carlos Osorio
Vice President:	Fernando Peraza
Secretary:	Owen S. Freed

#### VIII ARTICLE-INCORPORATORS

The persons signing these Articles of Incorporation as incorporators are **Carlos Osorio and Fernando Peraza**, whose address is 11263 N.W. 77<sup>th</sup> Terrace, Doral, Fl. 33178

#### ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the shareholders of this corporation.

**ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

**ARTICLE XI - AMENDMENT**

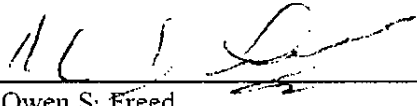
This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 15<sup>th</sup> day of June, 2007.

  
\_\_\_\_\_  
Carlos Osorio  
\_\_\_\_\_  
Fernando Peraza**REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation **MCF-2, INC.**, and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

This 15 day of June, 2006.

  
\_\_\_\_\_  
Owen S. Freed  
Registered Agent

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