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FLORIDA PROFIT/NON PROFIT CORPORATION

M.F. FINANCIAL, INC.

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H08000227256**ARTICLES OF INCORPORATION****OF****M.F. FINANCIAL, INC.****FILED**
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the provision of the General Business Corporation Act of the State of Florida.

ARTICLE I

The name of the corporation shall be: M.F. FINANCIAL, INC., a Florida corporation.

ARTICLE II


This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The general purpose for which this corporation is organized shall be all lawful business permitted under the General Business Corporation Act and the laws of the State of Florida.

ARTICLE IV

The initial capital of this corporation shall be One Thousand Dollars (\$1,000.00).


Drew Beinhaker, Esq.
Henschel & Beinhaker, P.A.
4060 Sheridan Street
Suite# C
Hollywood, Florida 33021

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H08000227256**ARTICLE V**

The maximum number of shares of capital stock that this corporation is authorized to issue is 1,000,000 shares of common stock, having a par value of one dollar (\$1.00) per share. This class of shares shall have full voting rights.

The corporation shall have the power to amend these Articles at any time to provide for the issuance of additional classes of stock and to declare provisions for preferences, limitations, and relative rights in respect to the shares of each class.

ARTICLE VI

The street address of the principal office of the corporation shall be: 160 W. Camino Real, PMB#240, Boca Raton, Florida 33432.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation shall be one but no more than five, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors are elected and shall qualify is:

Michael Friedburg
160 W. Camino Real
PMB#240
Boca Raton, Florida 33432

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ARTICLE VIII

The name and address of the first officers of this corporation are as follows:

Michael Friedburg, President/Secretary/Treasurer

ARTICLE IX

The shareholders of the corporation shall possess preemptive rights to acquire shares of stock issued by the corporation.

ARTICLE X

The names and address of the initial incorporator is as follows:

Michael Friedburg
160 W. Camino Real
PMB#240
Boca Raton, Florida 33432

ARTICLE XI

The designated registered agent for this corporation is Drew Beinhaker, Esq., whose address is as follows:

Henschel & Beinhaker, P.A.
4060 Sheridan Street
Suite# C
Hollywood, Florida 33021

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ARTICLE XII

The Corporation shall adopt by-laws and regulations creating, defining, limiting and regulating the powers of the Corporation, the directors and stockholders, or any class of stockholders including but not limited to any provision for cumulative voting for directors, and any provisions which are required or permitted under the General Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for M.F. FINANCIAL, INC., a Florida corporation this 26 day of September 2008.



MICHAEL FRIEDBURG, President

STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss.

BEFORE ME, the undersigned authority, this 26 day of September 2008, personally appeared Michael Friedburg, President of M.F. FINANCIAL, INC., a Florida corporation, who is personally known to me, and after being duly sworn on oath, deposed and said he has fully read and understood the foregoing Articles of Incorporation for M.F. FINANCIAL, INC., a Florida corporation and has executed same knowingly and voluntarily for the purposes expressed therein.

WORN TO AND SUBSCRIBED before me this 26 day of September 2008.

NOTARY PUBLIC-STATE OF FLORIDA
Alice Cunningham-Ollivierre
Commission #110651428
Expires: MAY 01, 2011
RONALD T. HILL AT-LARGE VENTURE CAPITAL, INC.


NOTARY PUBLIC, State of Florida
Alice Cunningham-Ollivierre
Printed Name

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CERTIFICATE OF DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS SHALL BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED: M.F. FINANCIAL, INC., A FLORIDA CORPORATION DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS CORPORATE ADDRESS AT: 160 W. CAMINO REAL, PMB#240, BOCA RATON, FLORIDA 33432, AND WITH ITS REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA BEING DREW BEINHAKER, ESQ., HENSCHEL & BEINHAKER, P.A., 4060 SHERIDAN STREET, SUITE#C, HOLLYWOOD, FLORIDA 33021. HAVING BEEN MADE TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF DUTIES.


REGISTERED AGENT
DREW BEINHAKER, ESQ.

9/29/08
DATE

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TALLAHASSEE, FLORIDA

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