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CARMAN AND SMITH, P.A.
ATTORNEYS AND COUNSELLORS AT LAW
165 B. PALMITO PARK ROAD
BOCA RATON, FLORIDA 33432

DEBORAH A. CARMAN
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January 9, 1994

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

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-01/13/95--01106--016
***122.50 ***122.50

RE: M & L, INC.
Our File No.: PB-13155

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above captioned corporation together with a check in the amount of \$122.50, representing filing fees, registered agent fee, and \$52.50 for certified copy. Kindly provide us with confirmation of approval at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,


Deborah A. Carman

DAC/sm
enclos.

FILED
95 JAN 12 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN JAN 17 1995

ARTICLES OF INCORPORATION
OF
M & I, INC.

FILED
95 JAN 12 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is: M & I, INC.

ARTICLE II
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III
PURPOSE

The purpose for which the corporation is organized is the transaction for any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to, the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers

granted by this act within and without the State of Florida.

It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may make and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have the power to make donations to the public welfare or for charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and other incentive plans for any and all its Directors, Officers and Employees and for any and all of the Directors, Officers and Employees of its subsidiaries. It may be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venturer, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise acquire, own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any government, state, territory or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 100 shares, all of which shall be common shares with par value of \$1.00.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial corporate office of this corporation is: 385 SW 16th Street, Boca Raton, Florida 33432. The registered office of this corporation is:

165 East Palmetto Park Road, Boca Raton, Florida 33432.

The name of the initial registered agent of this corporation at that address is: DEBORAH A. CARMAN, ESQUIRE.

ARTICLE VII
DIRECTORS

This corporation shall initially have two (2) directors.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

MICHAEL P. GIANNACCINI, SR.
385 SW 16th Street
Boca Raton, Florida 33432

IRIS B. GIANNACCINI
385 SW 16th Street
Boca Raton, Florida 33432

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

MICHAEL P. GIANNACCINI, SR.
385 SW 16th Street
Boca Raton, Florida 33432

ARTICLE IX

OFFICERS

The initial officers of the corporation shall be:

President	:	MICHAEL P. GIANNACCINI, SR.
Vice President:		IRIS B. GIANNACCINI

ARTICLE X

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on:

Upon receipt by the Secretary of State

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, to any amendment hereto, and any rights conferred upon the stockholders are subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 6th
day of January, A.D., 1995.

Michael P. Giani Cini, Sr.
INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

On this 6th day of January, A.D., 1995,
before me, a Notary Public for the State of Florida the under-
signed officer personally appeared MICHAEL P. GIANI CINI, SR.,
known to me to be the person whose name is subscribed to in the
within instrument, and acknowledges he executed the same for the
purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Sandra H. Murphy
Notary Public

My Commission Expires:



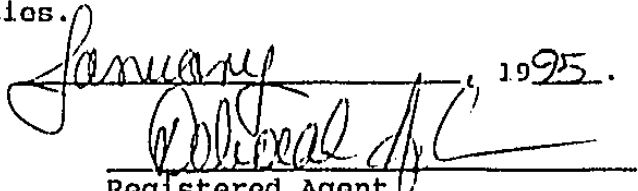
SANDRA H MURPHY
My Commission CC408525
Expires Sep. 20, 1998

FILED
95 JAN 12 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 6th day of January, 1995.


Registered Agent
DEBORAH A. CARMAN, ESQ.