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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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MIAMI FL 33135- 3302-0000
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

[Handwritten signature]
[Handwritten date: 2/24]
[Handwritten initials: RAY STORMONT]

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FLORIDA DEPARTMENT OF STATE
Sandra B. Moriham
Secretary of State

February 23, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: M & M PROPERTIES, INC.
REF: W95000004032

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Poole
Corporate Specialist

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
M. & M. LIMITED CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

M. & M. LIMITED CORPORATION

The principal place of business of this corporation shall be:
110 FOUNTAINBLEU BLVD., # 100, MIAMI, FLORIDA 33172

ARTICLE II NATURE OF BUSINESS

The nature of the corporation's business is primarily real estate investments, however, this corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

This Instrument Prepared By:
LAW OFFICE OF RICHARD GONZALES, P.A.
1051 W. 29 ST., SUITE 3
HIALEAH, FL 33012
FL BAR #0716642
(305) 884-2899

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00). Authorized capital stock may be paid for in cash, services, property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 1051 West 29 Street, Hialeah, FL 33010 and the name of the initial registered agent of this corporation at that address is RICHARD GONZALES, Esq.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall be conducted by a Board and have one director initially. The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one director. The name and address of the initial directors of this corporation is:

MARIO GUILLEN

110 FOUNTAINBLEU BLVD., #108
MIAMI, FL 33172

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ARTICLE VII INITIAL OFFICERS

The names of the initial officers are as follows:

PRESIDENT: MARIO GUILLEN
SECRETARY: MARIO GUILLEN
TREASURY: MARIO GUILLEN

ARTICLE VIII INCORPORATOR

The names and street addresses of the person signing these articles are:

MARIO GUILLEN

110 FOUNTAINBLEU BLVD., #108
MIAMI, FL 33172

ARTICLE IX DISTRIBUTION

The name and post office address of each subscriber of this Articles of Incorporation, and the number of shares of stock which each agrees to take and the sums subscribed to and paid are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
MARIO GUILLEN	110 FOUNTAINBLEU BLVD. #108 MIAMI, FL 33172	50

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ARTICLE X EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval by the Secretary of State of the State of Florida.

ARTICLE XI AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 17 of FEBRUARY, 1995.

Signature of Incorporators

Mario Guillen
MARIO GUILLEN

STATE OF FLORIDA)
COUNTY OF DADE } ss.

THE FOREGOING INSTRUMENT, was acknowledged before me this 17 day of February, 1995, by MARIO GUILLEN and who is personally known to me or who has produced his

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FEB-21-1995 17:17 FROM EMPIRE

TO

DIV CORP ELT FI P.22

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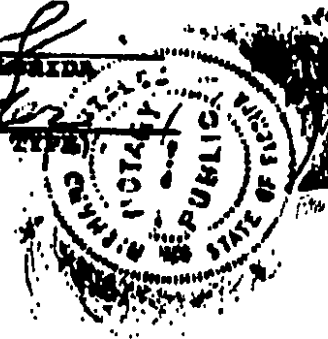
FLA Drivers License (type of identification) as
identification who did (did not) take an oath.

MY COMMISSION EXPIRES:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE,
MY COMMISSION EXPIRES MAY 27, 1998
BONDED THRU HUGLEBART & ASSOCIATES

Richard G. Grier
NOTARY PUBLIC, STATE OF FLORIDA

Richard Grier
NAME OF OFFICER (PRINT OR TYPE)



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ARTICLES OF INCORPORATION FILING FEE:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT: M. & M. LIMITED CORPORATION

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED RICHARD GONZALES, AS REGISTERED AGENT LOCATED AT 1051 WEST 29 STREET, SUITE 3, BIALAH, FLORIDA 33012 TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

Mario Gutierrez

MARIO GUTIERREZ, PRESIDENT

HAVING BEEN NAMED 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 MY DUTIES.

DATED 2/17/95

Richard Gonzales
RICHARD GONZALES, REGISTERED AGENT

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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