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5/25/95

FLORIDA DIVISION OF CORPORATIONS
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-2890

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: M&M ASSOCIATES CUSTOM WORKS, INC.

FAX AUDIT NUMBER: H95000005878

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/25/1995

TIME REQUESTED: 11:25:52

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 070744001530

3) Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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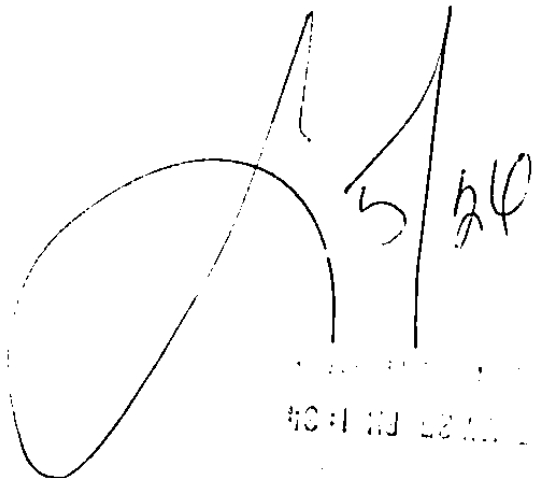
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MAN ASSOCIATES CUSTOM WORKS, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **MAN ASSOCIATES CUSTOM WORKS, INC.** and the initial address of this corporation shall be at 1061 S.W. 1st Way, Deerfield Beach, Florida 33441.

ARTICLE II

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of shares Authorized</u>	<u>Par Value Per Share Stock</u>	<u>Class of</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

195-05878
DC INDUSTRIES, INC.
84 NW 11th Street
Miami, FL 33138
305-558-8271

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ARTICLE V

The initial registered office of this corporation shall be at, 1061 S.W. 1st Way, Deerfield Beach, Florida 33441 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Mitchell Domenech.

ARTICLE VI

This corporation shall have one director initially. The name and street address of the initial director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

**Mitchell Domenech
1262 S. Deerfield Avenue
Deerfield Beach, Florida 33441**

ARTICLE VII

The corporation shall have one officer initially. The name and street address of the initial officer who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

**Mitchell Domenech
1262 S. Deerfield Avenue
Deerfield Beach, Florida 33441**

ARTICLE VIII

The name and address of the incorporator is Mitchell Domenech 1262 S. Deerfield Avenue, Deerfield Beach, Florida 33441.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so

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interested shall be disclosed or shall have been know to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct.


Mitchell Schaefer, Incorporator

The foregoing instrument was acknowledged before me this 24TH day of MAY 1995, by MITCHELL SCHAEFER, who is personally known to me or who has produced n.w. 0552-540-45-446-0 as identification and who did/did not take an oath.


NOTARY PUBLIC

My commission expires:



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

In compliance with the laws of Florida, the following is submitted:

First, that M&M Associates Custom Works, Inc. desiring to organize under the laws of the State of Florida, has named, Mitchell Domenech, 1061 S.W. 1st Way, Deerfield Beach, Florida 33441 its statutory Registered Agent.


Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of section 607.325 F.S.



Mitchell Domenech
Registered Agent

DATED: This 24th day of MAY, 1995

The foregoing instrument was acknowledged before me this 24th day of MAY 1995 by MITCHELL DOMENECH, who is personally known to me or who has produced DL# DMS2-540-65-426-0 as identification and who did/did not take an oath.


NOTARY PUBLIC
SECRETARY OF STATE
FLORIDA
95 MAY 24 PM 4:27
FILED

My commission expires:



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