

07/17/95

12:51

FAS-T

CORPORATION AGENTS

(305)

599-9591

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FLORIDA DIVISION OF CORPORATIONS

11:01 AM

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TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0039

FAX: (305) 592 0591

((H95000007859))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: M. & F. CAPITAL CORPORATION

FAX AUDIT NUMBER: H95000007859

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/17/1995

TIME REQUESTED: 11:01:39

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TALLAHASSEE, FLORIDA

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(305) 592-9591

P. 002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 17 PM 3:18

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**ARTICLES OF INCORPORATION
M. & F. CAPITAL CORPORATION.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I.

The name of this Corporation is M & F. CAPITAL CORPORATION.

ARTICLE II.

The general nature of the business to be transacted by this corporation is:

To engage in each and every facet of the business of buying and selling, all types of property, both real and personal wherever situated, including acting as agent or broker in connection with any sale.

To advertise, promote, merchandize and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities and generally to exploit the services and objects of the corporation by all lawful means.

To engage, generally in, do and perform any enterprise, act or vocation that a natural person might or could do, or perform, either as a broker or agent; and in general to carry on any other lawful business whatsoever in connection with the foregoing, or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

To manufacture, purchase, or otherwise acquire, and to own, mortgage pledge, sell, assign, transfer or otherwise dispose of any thing, to invest in, trade in, deal in wares, merchandise, real and personal property and services, of every kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, Co-Operative association, fraternal benefit society, state fair or exposition.

Prepared by: Milton Haber
18051 Biscayne Blvd.
Aventura, Fl 33160
(305) 931-2349

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To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of the business.

To guarantee, endorse, purchase, hold, sell, transfer, or mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or of any bonds, securities, or other evidences of indebtedness created by any other corporation in the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time; is: Four (4) shares, having no par value per share.

ARTICLE IV.

The amount of capital with which this corporation will begin business is One Thousand (\$1,000.00) Dollars..

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

The initial principal office address of the principal office of this corporation is: 18051 Biscayne Blvd., Aventura, Florida, 33160. The name of the Registered Agent of this Corporation is: MILTON HABER of 18051 Biscayne Blvd., Aventura, Florida, 33160

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII.

This Corporation shall have one (1) Director, initially. The number of directors may be increased from time to time, by by-laws adopted by the Corporation, but shall never be less than one (1).

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ARTICLE VIII

The name and post office address of the member of the first Board of Directors is:

MILTON HABER
18051 Biscayne Blvd.
Aventura, Florida 33160.

ARTICLE IX.

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 Stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and a). of the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

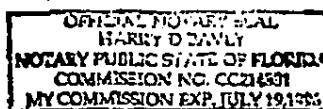

MILTON HABER

STATE OF FLORIDA)
COUNTY OF DADE)

I hereby certify that on this day, before me, a Notary Public of the State of Florida, duly authorized to administer oaths and to take acknowledgements, personally appeared MILTON HABER, personally known to me to be the Subscriber in the said Corporation, and who executed the Articles of Incorporation acknowledged to me that he subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL, in the County and State as above, this 17th day of July, 1995.


HARRY D. DAVLY
Notary Public Stated of Florida.



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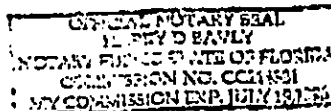
ACCEPTANCE OF DESIGNATION OF
RESIDENT AGENT as enumerated
in Article VI hereof.


MILTON HABER.

STATE OF FLORIDA)
COUNTY OF DADE)

I hereby certify that on this 16th day of July, 1995, before
me a Notary Public of the State of Florida, duly authorized to
administer oaths and take acknowledgments, appeared MILTON HABER,
to me personally known, and he acknowledged that he executed the
above ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT.


HARRY D. DAVLY
Notary Public, State of Florida.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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