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March 6, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Malfal International Business
Development Group, Inc.

Gentlemen:

200001736362
-03/08/96--01043--001
*****70.00 *****70.00

Enclosed are two (2) original Articles of Incorporation which contain a designation of registered agent for Malfal International Business Development Group, Inc., together with a check in the amount of Seventy Dollars (\$70.00), representing:

Filing Fees:	\$35.00
Registered Agent:	\$35.00

Please return a file-stamped copy of the Articles of Incorporation and Registered Agent form to the undersigned.

Thank you.

Very truly yours,

William S. Kramer

WSK/lcd
Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -8 AM 10:12

g3/27/96

**ARTICLES OF INCORPORATION
OF
MALFAL INTERNATIONAL BUSINESS DEVELOPMENT GROUP, INC.**

Article I

Name

The name of the corporation is MALFAL INTERNATIONAL BUSINESS DEVELOPMENT GROUP, INC.

Article II

Duration

This corporation shall have perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock. The shares shall not be divided into classes, nor may this corporation issue preferred stock without an amendment to its articles of incorporation.

Article V

Principal Office

The principal office or mailing address of this corporation is 4001 South Ocean Drive, Suite 8-R, Hollywood, Florida 33019.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 HSR-8 AM 10:13

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4001 South Ocean Drive, Suite 8-R, Hollywood, Florida 33019 and the name of the initial registered agent of this corporation at that office is Nazareno De Giorgio.

Article VII

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation is:

Nazareno De Giorgio
4001 South Ocean Drive, Suite 8-R
Hollywood, Florida 33019

Article VIII

Incorporators

The name and address of the person signing these Articles is:

Nazareno De Giorgio
4001 South Ocean Drive, Suite 8-R
Hollywood, Florida 33019

Article IX

Powers

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI

Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XII

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holder of such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Article XIII

Bylaws


The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XIV

Preemptive Rights

Each shareholder of the corporation shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4 day of MARCH, 1996.


Nazareno De Giorgio

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

MALEAL INTERNATIONAL BUSINESS DEVELOPMENT
GROUP, INC.

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF
HOLLYWOOD, STATE OF FLORIDA, HAS NAMED NAZARENO DE GIORGIO
(NAME OF REGISTERED AGENT)

LOCATED AT 4001 SOUTH OCEAN DRIVE, SUITE 8-R
(STREET ADDRESS AND NUMBER OF BUILDING, POST OFFICE BOX ADDRESSES
ARE NOT ACCEPTABLE)

CITY OF HOLLYWOOD, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Nazareno De Giorgio

TITLE

President

DATE

4 March 1976

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -8 AM 10:23

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 PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Nazareno De Giorgio

DATE

4 March 1976