

P96000041878

May 6, 1996

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

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-05/09/96--01119--005
****122.50 ****122.50

Dear Sirs:

Enclosed please find Articles of Incorporation for M & M INVESTMENTS OF N. AMERICA INC. Also enclosed, please find a check in the amount of \$122.50 for the filing of these documents. We request the incorporation date be as of JUNE 1, 1996.

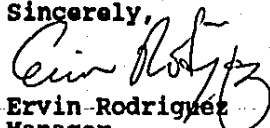
Upon completion of the filing, please return the documents and necessary paperwork to:

Data-Flow Accounting Service, Inc.
4401 Vineland Road
Suite A3A
Orlando, FL 32811

EFFECTIVE DATE
6-1-96

If you have any questions, please feel free to contact our office.

Sincerely,


Ervin Rodriguez
Manager

ER/sw

MAY 16 1996

96 MAY - 9 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
M & M INVESTMENTS OF N. AMERICA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

EFFECTIVE DATE

6-1-96

NAME

The name of the corporation shall be M & M INVESTMENTS OF N. AMERICA, INC.

ARTICLE II

NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation shall be 7611 South Orange Blossom Trail, #281 Orlando, Florida 32809 and the name of the initial Registered Agent for the corporation shall be Heinz Rudiger Erdmann whose address is 7611 South Orange Blossom Trail, #281 Orlando, Florida 32809.

Principal office
of Corporation: 7611 South Orange Blossom Trail, #281
Orlando, FL 32809

Mailing address
of Corporation: 7611 South Orange Blossom Trail, #281
Orlando, FL 32809

ARTICLE V

SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish compliance.

ARTICLE VI

TERM OF EXISTENCE

Effective June 1, 1996, this corporation shall exist perpetually.

ARTICLE VII

LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for any and all reasonable costs or expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII

SELF DEALING

No contract or other such transaction between the corporation and other corporations, in the absence of fraud, be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any of the directors of the corporation may vote upon any and all transaction(s) with the corporation without regard to the fact that he or she is also a director of such subsidiary or corporation.

ARTICLE IX

DIRECTORS

This corporation shall have a minimum of 2 directors. The initial Board of Directors shall consist of:

Magdalene Maria Erdmann
7611 South Orange Blossom Trail, #281
Orlando, FL 32809

Heinz Hermann Fritz Erdmann
7611 South Orange Blossom Trail, #281
Orlando, FL 32809

ARTICLE X

INCORPORATOR

The name and address of the incorporator is:

Heinz Rudiger Erdmann
7611 South Orange Blossom Trail, #281
Orlando, FL 32809

INCORPORATOR:


Heinz Rudiger Erdmann

FILED

96 MAY -9 AM 10:41

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

CLERK OF THE STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws
of the State of Florida.

M & M INVESTMENTS OF N. AMERICA, INC. is a coporation
organizing under the laws of the State of Florida, with its
principal office located at 7611 South Orange Blossom Trail,
#281 Orlando, Florida 32809 has named Heinz Rudiger Erdmann
whose address is 7611 South Orange Blossom Trail, #281
Orlando, FL 32809 as its Registered Agent to accept service
of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of
process; to keep the office open during prescribed hours; to
post my name (and any other officers of said corporation
authorized to accept service of process at the above
designated address) in some conspicuous place in the office
as required by law.

Registered Agent:

HR Erdmann
Heinz Rudiger Erdmann