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7/31/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: ATLAS, PEARLMAN, TROP & HORKHON, P.A.

DEPARTMENT OF STATE

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STATE OF FLORIDA

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: M & M CAPITAL RESOURCES, INC.

FAX AUDIT NUMBER: H96000010624

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PAGE 2/5
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
M & M CAPITAL RESOURCES, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: M & M CAPITAL RESOURCES, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 800 East Cypress Creek Road, Suite 302, Fort Lauderdale, FL 33334.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock, par value \$.01 per share.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Marcos Konig
800 East Cypress Creek Road
Suite 302
Fort Lauderdale, FL 33334

ARTICLE VII BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially.

ARTICLE VIII INITIAL DIRECTORS

The name and address of the initial Directors of this Corporation are:

Marcos Konig
800 East Cypress Creek Road
Suite 302
Fort Lauderdale, FL 33334

Mark Parnass
800 East Cypress Creek Road
Suite 302
Fort Lauderdale, FL 33334

The persons named as Initial Directors shall hold office for the first year of existence of this Corporation, or until their successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Marcos Konig, 800 East Cypress Creek Road, Suite 302, Fort Lauderdale, FL 33334.

ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the ____ day of July, 1996.



Marcos Konig, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

M & M CAPITAL RESOURCES, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 800 East Cypress Creek Road, Suite 302, Fort Lauderdale, FL 33334 has named Marcos Konig whose address is 800 East Cypress Creek Road, Suite 302, Fort Lauderdale, FL 33334 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Marcos Konig