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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAB-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
2 PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)592-9591

NAME: M & C MANAGEMENT & LEASING, CORP.

AUDIT NUMBER.....H96000012956

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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ARTICLES OF INCORPORATION

OF

M & C MANAGEMENT & LEASING, CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

M & C MANAGEMENT & LEASING, CORP.

The principal place of business of this corporation shall be:

801 W. 49TH ST SUITE 226 HIALEAH, FL 33012

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

150 SHARES OF COMMON STOCK AT PAR VALUE OF \$ 100.00 EACH

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

MIGUEL ANGEL CANONES PRESIDENT

9954 N.W. 32ND ST

HUGO A. ESPINOZA VICE-PRESIDENT

MIAMI, FL 33172

1061 S.W. 117TH CT

MIAMI, FL 33184

Prepared by: M & C ACCOUNTING SERVICES, INC.

801 W. 49th St.

Suite 226

Hialeah, FL 33012

(305) 822-4299

H96000012956

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

NIGUEL ANGEL CAMONES

9954 N.W. 32ND ST
MIAMI, FL 33172

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 16TH day of SEPTEMBER, 1986

Signature(s) of Incorporator(s)



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

N & C MANAGEMENT & LEASING, CORP.

2. The name and address of the registered agent and office is: _____

HIGUEL ANGEL CANONES

(P.O. BOX NOT ACCEPTABLE)

9954 N.W. 32ND ST MIAMI, FL 33172

(CITY/STATE/ZIP)

SIGNATURE _____

(corporate officer)

TITLE _____

PRESIDENT

DATE _____

09-16-96

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE _____

DATE _____

09-16-96

REGISTERED AGENT FILING FEE: