

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED

97 MAR 26 AM 10:12

97 MAR 26 AM 10:12

AL MAR 26 1997  
 TX

REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
 BY \_\_\_\_\_

WALK-IN 3/26 12:00  
 Will Pick Up \_\_\_\_\_

RE: MZLTV Corp

	C.O. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input checked="" type="checkbox"/> Foreign Corp. Filing		
<input type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> Filing No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
MZLTV CORP.**

**FILED**  
97 MAR 26 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is MZLTV Corp. (the "Corporation").

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE IV - INITIAL REGISTERED AGENT**

The mailing and street address of the initial registered office of this Corporation is 2665 South Bayshore Drive, Suite 1004, Coconut Grove, Florida 33133; and the name of the initial registered agent of this Corporation is Jeffrey E. Levey.

#### **ARTICLE V - PRINCIPAL OFFICE ADDRESS**

The mailing and street address of the principal office of this Corporation is 3770 Chase Avenue, Miami Beach, Florida 33140.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The Corporation shall have (2) initial directors. The number of directors may be either increased or decreased from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

David Dardashti  
3770 Chase Avenue  
Miami Beach, Florida 33140

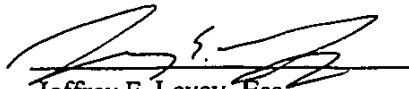
Hillel Bronstein  
16 West 36<sup>th</sup> Street  
New York, NY 10018

#### **ARTICLE VII - INCORPORATOR**

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

Jeffrey E. Levey, Esquire  
Jeffrey E. Levey, P.A.  
2665 South Bayshore Drive  
Suite 1004  
Coconut Grove, Florida 33133

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20<sup>th</sup> day of March, 1997.

  
Jeffrey E. Levey, Esq  
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED**

**7 MAR 26 AM 10:12**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**WITNESSETH:**

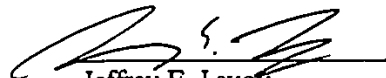
That MZLTV Corp. (the "Corporation"), desiring to organize under the laws of the State of Florida, has named Jeffrey E. Levey as its agent to accept service of process within this state.

MZLTV Corp.  
2665 South Bayshore Drive  
Suite 1004  
Coconut Grove, Florida 33133

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further, agrees 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 607.0505, Florida Statutes.

Dated this 20<sup>th</sup> day of March, 1997.

  
Jeffrey E. Levey  
Registered Agent