

P97000031049



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 320677 119520A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : April 7, 1997

ORDER TIME : 8:57 AM

ORDER NO. : 320677-005

CUSTOMER NO: 119520A

400002134594--3

CUSTOMER: Ms. Ivon Gallo
L & I GALLO ACCOUNTING

1200 Danbury Avenue

Davie, FL 33325

DOMESTIC FILING

NAME: MVC GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 APR - 7 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR - 7 AM 8:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

8N APR - 7 1997

TRANSMITTAL LETTER

**Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314**

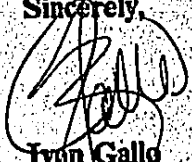
Re: Filing of Article of Corporation for: MVC GROUP, INC.

Enclosed please find an original and (2) two copies of the articles of incorporation for the above corporation.

FROM:

**IVON GALLO
L & I GALLO ACCOUNTING
1200 DANBURY AVENUE
DAVIE, FL 33325**

Sincerely,



**Ivon Gallo
Vice President**

ARTICLES OF INCORPORATION OF

MVC GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
MVC GROUP, INC.**

The undersigned, for the purpose of forming a corporation under the Florida

Business Corporations Act do hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is MVC GROUP, INC.

**ARTICLE II
OFFICES**

The principal place of business and mailing address of this corporation shall be:

7220 N.W. 36TH ST., SUITE 643
MIAMI, FL. 33166

The corporation may have such other offices, either within or without the State of Florida, as the board of directors may designate, or as the business corporation may require from time to time.

**ARTICLE III
PURPOSE**

The general purposes for which the corporation is organized are:

1. To engage in general services, including but not limited to: **DISTRIBUTOR**
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV
CAPITALIZATION AND SHARES**

The number of shares which the corporation is authorized to issue is 1000 common shares at 1.00 par value.

**ARTICLE V
REGISTERED AGENT**

The name and address of the initial registered agent shall be:

**LUIS F. GALLO
7220 N.W. 36TH ST., SUITE 643
MIAMI, FL. 33166**

**ARTICLE VI
DIRECTORS**

The number of directors constituting the initial board of directors is/are (1). The name and address of each director is:

**MARTA I. CARDONA
7220 N.W. 36TH ST., SUITE 643
MIAMI, FL. 33166**



President

**ARTICLE VII
INCORPORATES**

The name and address of each incorporate is:

**PRESIDENT
MARTA I. CARDONA
7220 N.W. 36TH ST., SUITE 643
MIAMI, FL 33166**

The undersigned has (have) executed these Articles of Incorporation this

26 day of March, 1997

Marta I. Cardona
Signature/President

97 APR -7 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

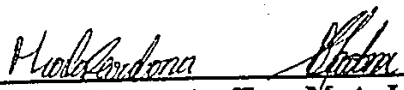
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office / registered agent, in the state of Florida.

1. The name of the corporation is: MVC GROUP, INC.
2. The name and address of the registered agent and office is:

LUIS F. GALLO
7220 N.W. 36TH ST., SUITE 643
MIAMI, FL. 33166

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97 APR - 7 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Signature/corporate officer, Marta I. Cardona

Title President

Date 03/26/97

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Signature, Luis F. Gallo

Date 03/26/97