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CHARLES A.L. KAUFMAN, CPA, P.A.

21021 WOODSPRING AVE.
BOCA RATON, FL 33428
Telephone & Fax: (407) 482-5486

Division of Corporations
c/o Secretary of State
P O Box 6327
Tallahassee, FL 32314

In re: Filing of Articles of Incorporation for
MLCC CORP.

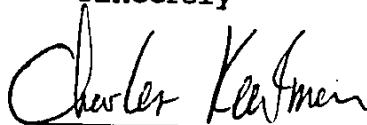
Gentlemen:

To incorporate a new corporation to be known as
MLC Corp, I have enclosed the following:

- 1) Check in the amount of \$70.00.
- 2) Original and copy of Articles of Incorporation of
MLCC Corp.
- 3) Certificate designating registered agent.

I will appreciate you filing the articles of incorporation
for this new corporation. Please return the filing
acknowledgement to me at the above address. I have enclosed
an extra copy of the articles to be returned to me with a
receipt acknowledgement stamped thereon. I have not
requested a certified copy of the articles, because it is not
needed at this time. Thank you for your help and
cooperation.

Sincerely



Charles Kaufman

enc.

CK/slf

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TALLAHASSEE, FLORIDA

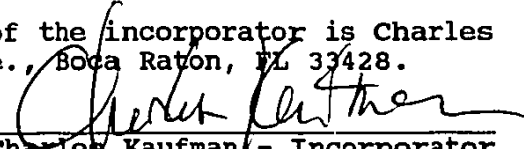
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*****70.00 *****70.00

4-15-97


ARTICLES OF INCORPORATION

The undersigned, for the purpose of organizing a Florida Profit Corporation adopt the following Articles of Incorporation:

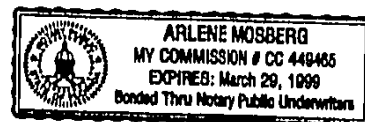
- 1) The name of the corporation is MLCC Corp,
- 2) The duration of the corporation is perpetual.
- 3) The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- 4) The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and have a par value of one (\$1.00) dollar per share.
- 5) The street address of the initial principal and registered office of the corporation is: 9487 Southampton Place, Boca Raton, FL 33434, and the name of its' initial registered agent at such address is: Marcelo Leon.
- 6) The number of directors constituting the initial board of directors is one. The name and address of the director of the corporation is Marcelo Leon of 9487 Southampton Place, Boca Raton, FL 33434.
- 7) The name and address of the incorporator is Charles Kaufman of 21021 Woodspring Ave., Boca Raton, FL 33428.


Charles Kaufman - Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 11th day of April 1997 by Charles Kaufman who is personally known to me or has produced Florida driver lic K155-141-54-256-0 as identification and who did (did not) take an oath.


NOTARY PUBLIC



FILED
97 APR 14 PM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT MLCC CORP. DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA
WITH ITS' PRINCIPAL PLACE OF BUSINESS AT THE CITY OF BOCA
RATON, STATE OF FLORIDA, HAS NAMED MARCELO LEON, LOCATED AT
9487 SOUTHAMPTON PLACE, COUNTY OF PALM BEACH, STATE OF
FLORIDA, AS ITS' AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

SIGNATURE

MARCELO LEON
DIRECTOR

DATE: APRIL 11, 1997

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.

SIGNATURE

MARCELO LEON
REGISTERED AGENT

DATE: APRIL 11, 1997

FILED
APR 14 PM 3 19
CLERK OF SUPERIOR COURT
STATE OF FLORIDA