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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: M & R FINANCIAL, INC.

AUDIT NUMBER.....H97000007593

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

of

M & R FINANCIAL, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

M & R FINANCIAL, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of ONE Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

Prepared by: Henry Vilar
5861 Sunset Dr.
South Miami, FL 33143
(305) 656-9148

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME: HENRY VILAR
ADDRESS: 5861 Sunset Drive
CITY: South Miami STATE: Florida ZIP: 33143

The principal office, if known, or the mailing address of the corporation is:

NAME: M & R FINANCIAL, INC.
ADDRESS: 5853 S.W. 45th Terrace
Miami, Florida 33186

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation are as follows:

NAME: ROSSANA RODRIGUEZ VILAR
ADDRESS: 5835 S.W. 45th Terrace
CITY: Miami STATE: Florida ZIP: 33155

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: ROSSANA RODRIGUEZ VILAR
ADDRESS: 5835 S.W. 45th Terrace
CITY: Miami STATE: Florida ZIP: 33165

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 21 day of February, 1997.

Rossana Rodriguez Vilar (Seal)

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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

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97 MAY -8 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M & R FINANCIAL, INC.

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 5861 Sunset Drive, South Miami, Florida, 33143

has named HENRY VILAR located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Henry Vilar
(Registered Agent)

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