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ACCOUNT NO. : 072100000032

REFERENCE : 468489 7132648

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 122.50

ORDER DATE : July 21, 1997

ORDER TIME : 9:39 AM

ORDER NO. : 468489-005

CUSTOMER NO: 7132648

700002242867--9

CUSTOMER: William R. Black, Esq
WILLIAM R. BLACK, P.A.

Suite 102
2691 East Oakland Park Blvd.
Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: MJF CONSULTANTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: _____

91 JUL 21 PM 3:15
TALLAHASSEE, FLORIDA

RECEIVED
97 JUL 21 PM 12:12

ON JUL 21 1997

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FILED

97 JUL 21 PM 3:15

ARTICLES OF INCORPORATION

TALLAHASSEE, FLORIDA

OF

MJF CONSULTANTS, INC.

ARTICLE I - NAME

The name and address of this corporation is: **MJF CONSULTANTS, INC.,**
21218 Saint Andrews Blvd., #616, Boca Raton, Florida 33433.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: **2691 E. Oakland Park Blvd., Suite 102, Ft. Lauderdale, Florida 33306** and the name of the initial registered agent of this corporation at that address is: **William R. Black, Esquire.**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased (or decreased) from time to time by the By-Laws.

NAME

ADDRESS

M. J. Firestone
President

21218 Saint Andrews Blvd., #616
Boca Raton, Florida 33433

M. J. Firestone
Vice President

21218 Saint Andrews Blvd., #616
Boca Raton, Florida 33433

M. J. Firestone
Treasurer

21218 Saint Andrews Blvd., #616
Boca Raton, Florida 33433

M. J. Firestone
Secretary

21218 Saint Andrews Blvd., #616
Boca Raton, Florida 33433

ARTICLE VIII - INCORPORATOR

NAME/ADDRESS

M. J. Firestone
21218 Saint Andrews Blvd., #616
Boca Raton, Florida 33433

ARTICLE IX - SUB-CHAPTER S AND CHAPTER 1244 PROVISIONS

This corporation and each subscriber hereto shall take whatever action shall be necessary to cause the shares of the corporation issued to qualify as "Section 1244 stock" and, further, this corporation and each subscriber hereto shall take whatever action is necessary to cause the corporation to file an election to become a Subchapter S corporation, as such terms are used and defined in the Internal Revenue Code of 1952, as amended.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ____ day of _____, 199__.


INCORPORATOR

STATE OF FLORIDA)

COUNTY OF BROWARD)

On this 17th day of July, 1997, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared M. J. Firestone, [XXX] to me personally known, [XX] who presented driver's license no. _____, or [] other identification, and who did take an oath, and acknowledged that he executed the foregoing Articles of Incorporation freely and voluntarily.



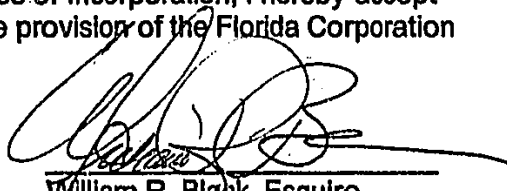
WILLIAM R. BLACK
My Commission CC403015
Expires Aug. 24, 1998
Bonded by HAI
800-422-1555


Notary Public

Notary Stamp

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of the Florida Corporation Act relative to keeping open said office.


William R. Black, Esquire
Registered Agent