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TRANSMITTAL LETTER

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 24 PM 2:40

FILED

SUBJECT: METROPOLITAN MASSIVE MARKETING AND ADVERTISING INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for: \$ 122.50 (filling fee & certificate)

FROM: ISRAEL MATHIAS
104 N.E. 69 STREET
MIAMI, FL 33138
305-893-8950

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-07/24/97--01070--010
***122.50 ***122.50

9N 7-25-97

ARTICLES OF INCORPORATION

ARTICLE ONE

The name of this corporation shall be:

METROPOLITAN MASSIVE MARKETING AND ADVERTISING INC.
2125 Biscayne Boulevard Suite 205
Miami Florida, 33137

ARTICLE TWO

The address of the principal office and mailing address of the Corporation shall be:

2125 Biscayne Boulevard suite 205
Miami Florida, 33137

The Corporation Shall change its principal office at any time.

ARTICLE THREE

This Corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this corporation shall be known as common stock.
- B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is 1,000.
- C. Par value: Each share of Common Stock shall have the par value of One (\$1.00) Dollar.
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of directors as to the value of any consideration shall be conclusive.
- E. Non-assess ability: Each share of Common Stock Shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid non-assessable.
- F. Voting rights: Each share of common stock shall entitle the record holder thereof to one

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vote upon each proposal at meeting of the stockholders of the corporation.

- G. **Cumulative Voting:** No holder to Common Stock shall be entitled to any right of cumulative voting.
- H. **Dividends:** Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- I. **Liquidation Rights:** Holders of Common Stock are entitled to receive their pro-rata share of any assets of this Corporation remaining after payment of all Corporate debts and obligations, in the event of the liquidation or dissolution of this Corporation.
- J. The occurrences shown below shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of 51% of this Corporation's shareholders entitled to vote at the time of the proposal or occurrence.
 - 1. Amendment of this Certificate of Incorporation.
 - 2. Sale, lease or exchange of this Corporation's property and assets, or the any property or assets essential to the business of this Corporation.
 - 3. Merger or consolidation of this Corporation into or with any other corporation.
 - 4. Voluntary dissolution of this Corporation.

ARTICLE FOUR

This corporation shall have perpetual existence; unless, sooner dissolved in accordance with the laws of the state of Florida. The date on which corporate existence shall begin is : Date of Incorporation (DATE THESE ARTICLES ARE FILED)

ARTICLE FIVE

The names and addresses of the initial officers and director(s) are as follows:

Steve P. Champagne	D / P	645 Ives Dairy Road # 3 -403 North Miami, Fl 33179
Mario Eaton	D / VP	6201 Palm Trace Lnd. #202 Davie, Fl 33314
Isaie Mathias	D / S	104 N.E. 69 Street Miami, Fl 33138
Israel Mathias	D / T	104 N.E. 69 street Miami, Fl 33138
Samuel Darbouze	D	82 N.E. 68 Terr. Miami, Fl 33138

ARTICLE SIX

The undersigned incorporator has executed these Articles of Incorporation this 22nd day of July, 1997.

Signature of Incorporator



Israel Mathias

**CERTIFICATE OF DESIGNATION OF
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 STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

METROPOLITAN MASSIVE MARKETING AND ADVERTISING INC..

2. The name and address of the registered agent and office is:

**ISRAEL MATHIAS
104 N.E. 69 STREET
MIAMI, FL 33138**

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this 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.

Israel Mathias
(signature)

7-22-97
(Date)