

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 NOV -6 PM 1:19

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MFC-Florida, Inc

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-11/06/97--01031--006
*****122.50 *****122.50

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by: RS

Name _____

Date 11/10

Time 10:05

Walk-In _____

Will Pick Up _____

RECEIVED
97 NOV -6 AM 10:45

RP
11.6.97

ARTICLES OF INCORPORATION

OF

MFC - FLORIDA, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be

MFC - FLORIDA, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 20021 W. Oakhaven Circle, North Miami Beach, Florida 33179.

ARTICLE III: NATURE OF BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one dollar (\$1.00) per share.

ARTICLE V: BY-LAWS

The Board of Directors or the shareholders may adopt, amend, alter or repeal By-Laws of the corporation. The By-Laws may contain any provisions for the regulation or management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE VI: AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders of the corporation at any meeting called expressly for the that purpose, and all rights conferred on shareholders hereunder are granted subject to this reservation.

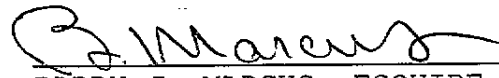
ARTICLE VII: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Barry J. Marcus, Esquire, 9550 Bay Harbor Terrace, Suite 214, Bay Harbor Islands, FL 33154.

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Barry J. Marcus, Esquire, 9550 Bay Harbor Terrace, Suite 214, Bay Harbor Islands, Florida 33154.

The undersigned has executed these Articles of Incorporation this 5 day of November, 1997.


BARRY J. MARCUS, ESQUIRE
INCORPORATOR

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

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Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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

MFC - FLORIDA, INC.

2. The name and address of the registered agent and office is
Barry J. Marcus, Esquire, 9550 Bay Harbor Islands, Florida 33154.

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.

DATED: 11/5/97



BARRY J. MARCUS, ESQUIRE