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FRANCIS MITCHELL
5365 SW 112 ST.
MIAMI, FL 33156

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

298A 00011016

FILED
98 FEB 26 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-2096

Examiner's Initials

11/26/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1997

FRANCIS MITCHELL
8365 SW 112TH ST
MIAMI, FL 33156

SUBJECT: M & G CONSULTING ENGINEERS, INC.
Ref. Number: W97000020965

We have received your document for M & G CONSULTING ENGINEERS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document. *(on page 1)*

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 497A00045297

my daytime # is 305-962-3444

ARTICLES OF INCORPORATION
OF
M & G CONSULTING ENGINEERS, INC.

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98 FEB 26 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation of M & G CONSULTING ENGINEERS, INC. a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is M & G CONSULTING ENGINEERS, Inc.
The address of the principal office is 8365 S.W. 112 ST. MIAMI, FL 33156.

ARTICLE II - DURATION

The corporation shall have perpetual existence except under the conditions of Article XIII.

ARTICLE III - PURPOSE

Section 3.01. Purposes. The purposes for which this Corporation is organized are as follows:

a. To engage in the transaction of any and all business permitted under the laws of the State of Florida and of the United States.

b. To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or these Articles of Incorporation.

Section 3.02. Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall have and exercise the following powers:

a. To have and to exercise all the powers specified under the Florida General Corporation Act.

b. To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage, and otherwise deal in interests in real property of any nature or kind.

c. To carry out all or part of the purposes stated herein as principal, agent or otherwise, either alone or in association with any other persons, firms, associations, or corporations, or to such extent as a corporation organized under the laws of the State of Florida may or hereafter lawfully do, as a member of, or as the owner or holder of any stock of, or shares or securities or interests in, any general or limited partnership, association, corporation, trust, or other firm or entity; and to a like extent in connection therewith, to make, enter into, and perform contracts or deeds with any person, firm, association or corporation or any government or subdivisions, agency or instrumentality thereof.

d. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporation, association, partnership, individual or other entity.

e. Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be

limited by reference to, or interference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of a like nature.

Section 3.03. Conducting Business in Other Jurisdictions. The Corporation may conduct business and otherwise carry on its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

Section 3.04. Carrying Out Purposes and Powers. The Board of Directors, subject to any specific written limitation or restriction imposed by the Corporation laws of the State of Florida or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval of the shareholders of the Corporation.

ARTICLE IV - CAPITAL STOCK

Section 4.01. Number of Authorized Shares. The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one-thousand (1,000) shares of common stock, each having the par value of ten (\$0.10) cents. The shares shall be distributed in the following manner:

Leo Garcia of 230 NW 87 Avenue, Unit I-206, Miami, Florida 33172

shall be issued five hundred-ten (510) shares.

Francis Mitchell of 8365 SW 112 Street, Miami, Florida 33156 shall be issued four hundred-ninety (490) shares.

Section 4.02. Voting Rights. Such shares of stock may be designated either voting or non-voting shares before issuance by action of the Board of Directors; provided however that before such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Section 4.03. Consideration for Stock. Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

Section 4.04. Dividends. The holders of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property or shares of capital stock.

Section 4.05. Sale of Shares of Stock. The sale of any shares of stock must be approved by both the President and Vice-President of this Corporation and also at least sixty percent (60%) of the issued and outstanding capital stock.

ARTICLE V - REGULATION OF INTERNAL AFFAIRS

Section 5.01. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the Corporation not inconsistent with the Corporation Laws of the State of Florida or of these Articles of Incorporation.

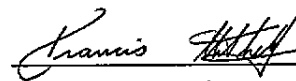
Section 5.02. Transactions with Directors. Any contract or other transaction between the Corporation and any firm, organization or corporation of which one or more of the Directors are members, employees, shareholders, directors, or officers, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Director or Directors at the Board of Directors meeting in which the contract or transaction is acted upon or considered, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and if the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction and permit the interested Directors to be counted in determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 6.01. Registered Office. The address of the initial registered office of the Corporation shall be 8365 SW 112 Street, Miami, Florida 33156.

Section 6.02. Registered Agent. This corporation has named Francis Mitchell as its registered agent, to be at the address of the registered office of this Corporation, to accept service of process for this Corporation, and to otherwise comply with all provisions of said Act and all laws pertaining thereto.

ACKNOWLEDGEMENT: Having been named to accept service of process and to serve as registered agent for this corporation, at the place designated above, I hereby accept such appointment to act in such capacity and agree to comply with all laws pertaining thereto.


Registered Agent

FILED
98 FEB 26 PM 3:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - FUNDAMENTAL CHANGES

The affirmative vote or written consent of the holders of sixty percent (60%) of the issued and outstanding shares of capital stock shall be necessary for the following corporate action:

- a. Merger or consolidation of the corporation.
- b. Reduction or increase of the stated capital of the Corporation.
- c. Sale of a major portion of the property or assets of the Corporation.

The affirmative vote of at least forty percent (40%) of the issued and outstanding shares of capital stock shall be necessary for the dissolution or liquidation of the Corporation.

ARTICLE VIII - DIRECTORS

This Corporation shall have two Directors initially: Leo Garcia, of 230 NW 87 Avenue, Unit I-206, Miami, Florida 33172 and Francis Mitchell of 8365 SW 112 Street, Miami, Florida 33156. The persons named as initial Directors of this Corporation shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first. The number of Directors may be diminished or increased only with the affirmative vote of at least sixty percent (60%) of the issued and outstanding shares of capital stock, but shall never be less than one. The Directors need not be residents of the State of Florida or shareholders of the Corporation.

ARTICLE IX - OFFICERS

The initial officers of this Corporation shall be as follows:

President/Secretary - Francis Mitchell, of 8365 SW 112 Street, Miami, Florida 33156. Vice-President/Treasurer - Leo Garcia, of 230 NW 87 Avenue, Unit I-206, Miami, Florida 33172.

The persons named as initial officers shall hold office for the first year of existence or until his successors are elected or appointed and have qualified. To be appointed an Officer requires the affirmative vote of at least sixty percent (60%) of the issued and outstanding shares of capital stock.

ARTICLE X - INCORPORATORS

The names and street address of the persons signing these Articles of Incorporation as the Incorporators are as follows:

Leo Garcia, of 230 NW 87 Avenue, Unit I-206, Miami, Florida 33172 and Francis Mitchell of 8365 SW 112 Street, Miami, Florida 33156.

ARTICLE XI - INDEMNIFICATION

This Corporation shall have the authority, acting through its Board of Directors, to advance expenses to or indemnify any officer, employee, agent or Director to the full extent permitted by law when said person has incurred expenses or liabilities, in the sole discretion of the Board of Directors for the benefit or on behalf of the Corporation.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend any provision of these Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation. Any change to these Articles must be approved by at least sixty percent (60%) of the issued and outstanding shares of capital stock.

ARTICLE XIII - LIQUIDATION AND DISSOLUTION OF CORPORATION

The Corporation shall be liquidated and dissolved if forty percent (40%) of the issued and outstanding shares of capital stock votes in the affirmative to liquidate and dissolve this corporation.

ARTICLE XIV - EMPLOYEES

The hiring of any individual(s) by this corporation shall require the approval of the President and Vice-President of the Corporation.

ARTICLE XV - CONTRACTS AND AGREEMENTS

All contracts and agreements of this corporation shall require the approval of at least sixty percent (60%) of the issued and outstanding shares of capital stock.

IN WITNESS THEREOF, the undersigned have executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 6th September day ~~August~~, 1997.

X Francis Mitchell
11-324-250-60-408-0
Incorporator

X Leo Jani 9/6/97
9620-520-56-267-0
Incorporator

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public personally appeared Leo Garcia and Francis Mitchell, the Incorporators herein, who, executed the foregoing Articles of Incorporation and stated on oath that the contents are true and correct, this ____ day August 1997.

my commission expires: Sept - 6 - 1997

Notary Public

