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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: M & T OF SOUTH FLORIDA, INC.

AUDIT NUMBER.....H98000006330

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

CERT. OF STATUS..0

PAGES..... 6

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04/02/98 08:55 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 2, 1998

EMPIRE

SUBJECT: M & T OF SOUTH FLORIDA, INC.
REF: W98000007292

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The principal address's are not consistent the registered agents address must be stated in the articles.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000006330
Letter Number: 398A00017535

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ARTICLES OF INCORPORATION

OF

M & T OF SOUTH FLORIDA, INC.

(6) The undersigned, for the purposes of forming a corporation for profit under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is M & T OF SOUTH FLORIDA, INC. Its principle place of business is located at 6985 NW 29 Lane, Ft. Lauderdale, Florida 33309.

ARTICLE II

DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these are filed by the Secretary of State.

ARTICLE III

PURPOSE

The purpose of the corporation is to perform any and all activities, any ownership or operations necessary to operate and lawfully conduct any lawful business in the state of Florida, the United States and other parts of the world.

This instrument prepared by: William Roach, Jr., Esq.
300 S. Pine Island Road, #266
Plantation, FL 33324
Fla. Bar No: 613827
(954) 423-6605

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ARTICLE IV

CAPITAL STOCK

Section 4.1: Authorized Capital

This corporation is authorized to issue 100 shares One Dollar (\$1.00) par value common stock which shall be designated "Common Stock". This corporation is not authorized to issue preferred shares. This corporation can issue additional shares upon approval of the Board of Directors.

Section 4.2: Restrictions on Transfer of Stock

The shareholders may, by By-Law, Provision or by Shareholder's Agreement recorded in the Minute Book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 4.3: Approval of Shareholders Required for Merger

The approval of a majority of the Shareholders of this corporation to any plan of merger or consolidations shall be required in every case, whether or not such approval is required by law.

ARTICLE V

PREFERENCES, LIMITATION, AND RELATIVE RIGHTS
OF SHARE OF COMMON STOCK

Section 5.1: Dividends

The holders of record of the common stock of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 5.2: Rights Upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation,

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dissolution or winding up of this corporation, the holders of record of the outstanding common stock shall be paid from the remaining assets of this corporation ratably.

Section 5.3: Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE VI

DESIGNATION OF SERIES

There shall exist no series in the issuance of the common stock authorized herein.

ARTICLE VII

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 first right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 300 S. Pine Island Road, #266, Plantation, Florida 33324, and the name of the initial registered agent of this corporation at that address is William Roach, Jr.

ARTICLE IX

INITIAL BOARD OF DIRECTORS AND OFFICERS

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This corporation shall have at least one (1) director initially. The number of directors may be increased from time to time by the By-Laws, but never be less than one (1). The name and address of the initial Director of this corporation shall be determined by the corporation during its first corporate meeting.

The initial officers of the corporation are:

Melissa Ann Petrillo - President

ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles is:

William Roach, Jr.
300 S. Pine Island Road, #266
Plantation, FL 33324

ARTICLE XI

BY-LAWS

The initial By-Laws of this corporation shall be adopted by the Directors. By-Laws shall be adopted, altered, amended or repealed from time to time by either the Shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any By-law adopted by the Shareholders if the Shareholders specifically provide that such By-law is not subject to amendment or repeal by the Directors.

ARTICLES XII

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of the Shareholders of this corporation or those designated by them.

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ARTICLE XIII

COMPENSATION

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XIV

INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XV

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 has executed these Articles of Incorporation this 31 day of March, 1998.



William Roach, Jr.

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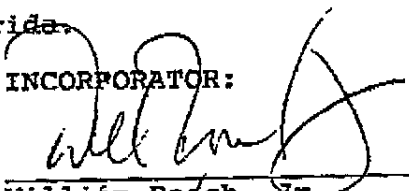
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statute, the following is submitted:

M & T OF SOUTH FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 300 S. Pine Island Road, #266, Plantation, Florida 33324 has named William Roach, Jr. as its agent to accept service of process within Florida.

INCORPORATOR:


William Roach, Jr.

3/31/98
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


William Roach, Jr.

3/31/98
Date

SECRETARY OF STATE
TALLAHASSEE-FLORIDA

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