


P98000035009

State of Florida
P.O. Box 6327
Tallahassee, Fl. 32314

Enclosed please find check for \$122.50 and the Articles of
Incorporation for MCB FINANCIAL, Inc.

Sincerely,

MATHEW BELKIN



MCB Financial Inc..
1090 East Jeffery St.
Boca Raton, FL 33487

000002489550--1
-04/15/98-01054-007
****122.50 ****122.50

EFFECTIVE DATE

4-13-98

FILED
98 APR 15 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/14-17-98

ARTICLES OF INCORPORATION
OF

MCB FINANCIAL, INC

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

FILED
98 APR 15 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

EFFECTIVE DATE

4-13-98

Name

The name of the corporation is MCB FINANCIAL, INC. and the principal address shall be 1090 E. JEFFREY ST. BOCA RATON, FL. 33487.

Article II

Duration

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of the State.

Article III

Nature of Business

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

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of stock having no par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1090 E. JEFFREY ST. BOCA RATON, FL. 33487, and the name of the initial registered agent of this corporation at that address is ~~Matthew Belkin~~ Matthew Belkin

Article VI

Director

(a) Number. This corporation shall have one (1) initially. The number of directors may be increased or diminished from time to time by the bylaws, but never be less than one.

(b) Initial Directors. The name and street address of the directors of the corporation are:

Name	Address
MATHEW BELKIN	1090 E. JEFFREY ST. BOCA RATON, FL. 33487

(c) Compensation. The board of directors is hereby specifically authorized to make provisions 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 director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employee and agents to the full extent permitted by law.

Article VII

The initial bylaws 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 bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

Incorporator

MATHEW BELKIN
1090 E. JEFFEY ST.
BOCA RATON, FL. 33487

Article IX

Amendment

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

IN WITNESS WHEREOF, the incorporator has executed these Articles the 13 day of April, 1998.

MATHEW BELKIN
Incorporator

Mathew Belkin

FIDC
13425543691860

State of Florida

County of Broward

13 The following instrument was acknowledged before me on April
13, 1998.

Notary Public, State of Florida at Large

My Commission Expires:

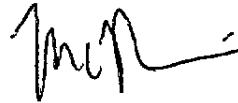
Jennifer M. Parkes



CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates MATHEW BELKIN 1090 E. JEFFREY ST. BOCA RATON, FL. 33487 its Registered Agent to accept service of process with the state.

MATHEW BELKIN



THE UNDERSIGNED hereby accepts the foregoing designation as Registered Agent for service of process with the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

EFFECTIVE DATE

4-13-98

MATHEW BELKIN



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TALLAHASSEE, FLORIDA