

May 21, 1998

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

RE: MAHONEY & ASSOCIATES INTERNATIONAL, INC.

FILED
98 MAY 26 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs:

Enclosed are the Articles of Incorporation (one original and one copy) as well as a check in the amount of \$122.50. If you need any additional information please call Bob Mahoney at 954-784-7776.

Please return to:

Robert F. Mahoney, P.A.
3801 North Federal Highway
Pompano Beach, Florida, 33064

Cordially,


Robert F. Mahoney, CPA

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F. CHESSEY MAY 28 1998

ARTICLES OF INCORPORATION
OF

MAHONEY & ASSOCIATES INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming incorporated under the laws of the State of Florida under the following Articles of Incorporation.

ARTICLE I

The name of the organization shall be known as MAHONEY & ASSOCIATES INTERNATIONAL, INC.

ARTICLE II

The principal place of business shall be situated at 3801 North Federal Highway, Pompano Beach, FL 33064, and said corporation shall have the right and privilege of establishing, operating and doing business in such other counties of the State of Florida and in such states of the United States and foreign countries as the Board of Directors may from time to time order and establish.

ARTICLE III

The sole purpose of the Corporation will be the operation of an Amway distributorship. No other business may be conducted by the Corporation. It may engage in any legal act relating to that sole purpose.

ARTICLE IV

The total authorized capital stock of the corporation shall be 1,000 shares of common stock at a par value of \$1.00 per share, fully paid and nonassessable, payable in cash, property, labor and services at a just value.

ARTICLES OF INCORPORATION
MAHONEY & ASSOCIATES INTERNATIONAL, INC.
Page 2

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The post office address of the corporation shall be 3801 North Federal Highway, Pompano Beach, FL 33064.

ARTICLE VII

The business of the corporation will be conducted by a board of not less than one director nor more than nine directors as may be determined by the By-Laws, and the absence of such determination may be determined by the By-Laws, and the absence of such determination shall consist of one director.

ARTICLE VIII

The names and street addresses of the first board of directors, each of whom is of full age and at least one of whom is a citizen of the United States, who shall hold office for the first year of the corporations's existence or until their successors are elected and have qualified are as follows:

Barbara N. Mahoney
President
3801 North Federal Highway
Pompano Beach, FL 33064

Robert F. Mahoney
Treasurer/Secretary
3801 North Federal Highway
Pompano Beach, FL 33064

ARTICLES OF INCORPORATION
MAHONEY & ASSOCIATES INTERNATIONAL, INC.
Page 3

ARTICLE IX

The names and addresses of the Board of Directors constituting the initial Board of Directors and the number of shares of stock which each agree to take are as follows:

Name and address	No. of shares	Value
Barbara N. Mahoney President 3801 North Federal Highway Pompano Beach, FL 33064	50	\$50.00
Robert F. Mahoney Treasurer/Secretary 3801 North Federal Highway Pompano Beach, FL 33064	50	\$50.00

ARTICLE X

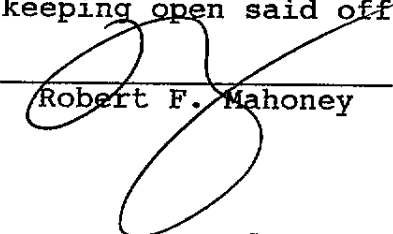
This corporation has named Robert F. Mahoney, as its agent to accept service of process within this state.

ARTICLE XI

The street address of the corporation's initial registered office is: 3801 North Federal Highway, Pompano Beach, FL 33064, and the name of the corporation's Registered Agent at the above address is Robert F. Mahoney.

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in these Articles of Incorporation, I hereby accept to act in the capacity, and agree to comply with the provisions of said Chapter 48.091, Florida Statutes, relative to keeping open said office.


Robert F. Mahoney

ARTICLES OF INCORPORATION
MAHONEY & ASSOCIATES INTERNATIONAL, INC.
Page 4

ARTICLE XII

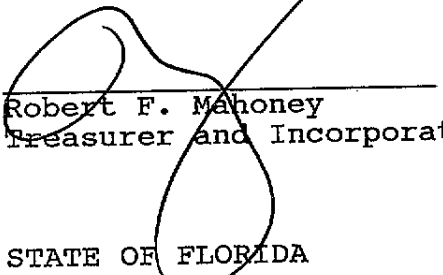
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation (except Article III, hereof) or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

The name and address of each incorporator is:

- o Robert F. Mahoney
3801 North Federal Highway
Pompano Beach, FL 33064

Dated this ____ day of _____, 1998

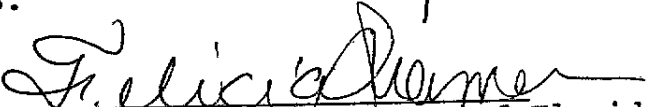

Robert F. Mahoney
Treasurer and Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Articles of Incorporation were acknowledged before me, this 21st of May, 1998, by Robert F. Mahoney, President, of MAHONEY & ASSOCIATES INTERNATIONAL, INC., a Florida Corporation. He is personally known to me or has produced _____ as identification and did/did not take an oath.

WITNESS my hand and official seal at Broward County, Florida, this 21st day of May, 1998.


Notary Public, State of Florida
My Commission Expires:



FELICIA SHAMAN
COMMISSION # CC 713716
EXPIRES FEB 4, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 26 AM 8:36

FILED