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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: MVL, INC.

AUDIT NUMBER.....H98000014226

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

CERT. OF STATUS..0

PAGES..... 6

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1998

EMPIRE

SUBJECT: MVL, INC.
REF: W98000017463

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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS "M & V & L CORPORATION, INC." DOCUMENT #P94000079293.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000014226
Letter Number: 198A00040341

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ARTICLES OF INCORPORATION

OF

MV DAY SCHOOL, INC

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLES I - NAME/PRINCIPAL OFFICE ADDRESS

The name of the Corporation shall be MV DAY SCHOOL, INC. and its Principal Office Address is 123 ALMERIA AVE., CORAL GABLES, FLORIDA 33146.

ARTICLES II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida and the united States of America.

ARTICLES III - SHARES OF STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Hundred (100) shares.

ARTICLES IV - PAR VALUE

The par value of each share of the Corporation shall be zero (0).

- 1 -

Instrument Prepared by:
Alberto N. Trelles, Esq.
815 Ponce De Leon Blvd
Coral Gables, Florida 33134
PH: (305) 445-4668
Florida Bar No.: 559751

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ARTICLES V- DURATION

The Corporation is to have perpetual existence commencing upon the filing of these Articles with the Department of State.

ARTICLES VI - REGISTERED OFFICE AND AGENTS

The address of the Corporation's initial registered office and the name of its initial registered agent at such address are as follows:

ALBERTO N. TRELLES, ESQ.
815 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

ARTICLES VII - DIRECTORS

This Corporation shall have two (2) director (s) initially. The number of directors may be increased or diminished from time to time by the By-laws adopted by the Stockholders.

The name and street address of the Director(s) of the First Board of Director who shall hold office until their respective successors are elected and qualified is(are) as follows:

MARIA VERDEJA LOPEZ
123 ALMERIA AVENUE
CORAL GABLES, FL. 33134

SUSANA VERDEJA
123 ALMERIA AVENUE
CORAL GABLES, FL. 33134

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ARTICLES VIII - INITIAL OFFICERS

The name and street address of the Initial Officers who shall hold office until their respective successors are elected and qualified, is as follows:

PRESIDENT: MARIA VERDEJA LOPEZ
123 ALMERIA AVENUE
CORAL GABLES, FL 33134

VICE-PRES: SUSANA VERDEJA
123 ALMERIA AVENUE
CORAL GABLES, FL 331346

TREASURER: SUSANA VERDEJA
123 ALMERIA AVENUE
CORAL GABLES, FL 33134

SECRETARY: MARIA VERDEJA LOPEZ
123 ALMERIA AVENUE
CORAL GABLES, FL 33134

ARTICLES IX - INCORPORATORS

The name(s) and address (es) of the person(s) signing these Articles of Incorporation as Incorporator(s) is:

Alberto N. Trelles
815 Ponce De Leon Boulevard
Coral Gables, Florida 33134

ARTICLES X - PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 31
Day of July, 1998

ALBERTO N. TRELLES, ESQ. INCORPORATOR

STATE OF FLORIDA)

) ss

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, ALBERTO N. TRELLES, ESQ., well known to me to be the person who subscribed to these Articles of Incorporation, who, after being duly sworn, acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

SWORN TO and subscribed before me, this 31 day of
July, 1998.

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING PERSON UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 607.304 Florida Statutes, the following is submitted in compliance with said Act:

THAT MV DAY SCHOOL, INC. desiring to organize under the Laws of the State of Florida has named ALBERTO N. TRELLES, ESQ., whose office is located 815 PONCE DE LEON BLVD, CORAL GABLES, FI 33134 as its agent to accept service of process within the State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, on this 31 day of July, 1998.

By: 

ALBERTO N. TRELLES
RESIDENT AGENT

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TALLAHASSEE FLORIDA