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LAW OFFICE
OF
GREGG H. GLICKSTEIN, P.A.
54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432

GREGG H. GLICKSTEIN
ATTORNEY AT LAW

PHONE: (561) 361-9600
FAX: (561) 361-9770

August 28, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-09/04/98--01078--001
***122.50 ***122.50

RE: MLW CORPORATION

Ladies and Gentlemen:

Enclosed please find an original Articles of Incorporation for MLW CORPORATION for filing. Also enclosed is a check in the sum of \$122.50, in payment of the following costs:

Filing Fee:	\$ 35.00
Certified Copy:	52.50
Certificate of Registered Agent:	35.00
	<u>\$122.50</u>

Kindly file the Articles of Incorporation and return a conformed copy to the undersigned.

Very truly yours,

GREGG H. GLICKSTEIN, P.A.

By: 
Gregg H. Glickstein, Esquire

FILED
98 SEP -4 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DHG
9/10/98

Enclosures

ARTICLES OF INCORPORATION

OF

MLW CORPORATION

ARTICLE I

NAME

The name of this corporation is MLW CORPORATION.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) 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 IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

FILED
98 SEP -4 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 20982 Avenel Run, Boca Raton, FL 33428. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one Director, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this corporation is:

Markham L. Wheeler
20982 Avenel Run
Boca Raton, FL 33428

ARTICLE VII
RESTRICTIONS ON TRANSFER OF STOCK

No common stock shall be sold or otherwise transferred by any stockholder to other persons unless such shares are first offered to the remaining stockholders or to this corporation.

The price and terms of which and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE IX
INCORPORATOR

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

Markham L. Wheeler
20982 Avenel Run
Boca Raton, FL 33428

IN WITNESS WHERETO, the undersigned subscriber has executed these Articles of Incorporation this _____ day of July, 1998.

Markham L. Wheeler
Markham L. Wheeler

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28th day of August, 1998, by MARKHAM L. WHEELER, who are personally known to me ~~or who has produced~~ _____ as identification and who did take an oath.

(Notarial Seal)

Pamela A. Deschenes
Notary Public, State of Florida
Print Name: Pamela A. Deschenes



My Commission Expires: 9-17-98

Serial No.: CC 396295

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

First--That MLW CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the city of Boca Raton County of Palm Beach, State of Florida has named MARKHAM L. WHEELER, located at 20982 Avenel Run, Boca Raton, FL 33428, as its agent to accept service of process within this State at that address.

Having been named as registered agent to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: Markham L. Wheeler
Markham L. Wheeler, Registered Agent

Date 8-28-98

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28 SEP -4 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA