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NAME: M & G LUXURY HOMES, INC.

AUDIT NUMBER.....H98000017288

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

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 16, 1998

EMPIRE

SUBJECT: M & G LUXURY HOMES, INC.  
REF: W98000021132

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Neysa Culligan  
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FAX Aud. #: H98000017288  
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**CERTIFICATION OF INCORPORATION**

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**M & G LUXURY HOMES, INC.**

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I.**

The name of the corporation shall be: M & G LUXURY HOMES, INC.

**ARTICLE II.**

The general nature of the business and the objects and purposes to be transacted by the corporation, shall be to conduct any lawful business in the State of Florida, and the powers and privileges to be exercised by it shall include all powers that are given to bodies corporate under the statutes of the State of Florida, together with all rights, powers and privileges incident thereto.

Prepared by: Dennis A. Newman, CPA  
40 SE 5th Street  
Suite 401  
Boca Raton, FL 33432  
(561) 361-1958

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### ARTICLE III.

The principal place of business and office of said corporation shall be 35 Spanish River Drive in the County of Palm Beach City of ~~Ocean Ridge~~ State of Florida, and such other places and counties in the State of Florida as the nature and progress of said corporation shall from time to time render necessary or desirable. The said corporation shall have the power to conduct its business in any or all of its branches and in one or more offices outside of the State of Florida and in any or all of the states or territories of the United States and in the District of Columbia and in any and all foreign countries. This corporation shall have perpetual existence, unless sooner dissolved, as provided by law.

### ARTICLE IV.

The amount of capital with which this corporation shall commence business shall not be less than One Hundred Dollars (\$100.00).

### ARTICLE V.

The capital stock of the corporation shall consist of Five Hundred (500) shares One Dollar par value, which stock shall be paid for in cash, real or personal property, or in services. The value of such real or personal property, or services shall be fixed by the Board of Directors of said corporation, and the stock shall be issued on the value so fixed. All stock shall be fully paid for and non-assessable.

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#### ARTICLE VI.

The highest amount of indebtedness to which this corporation may at any time subject itself shall be fixed by the Board of Directors.

#### ARTICLE VII.

The business of the corporation shall be conducted by a Board of Directors, consisting of not less than one nor more than five members. The number of Directors shall be fixed by the By-Laws of the corporation; provided, however, that until the number of Directors shall be fixed by the By-Laws, the number of Directors shall be one (1). It shall not be necessary for a person to be a Stockholder in order to be a Director. The Board of Directors shall be elected by the Stockholders at the annual meeting to be held on the second Wednesday in June of each year. The officers of the corporation shall be elected by the Directors. Stockholders' meeting and Directors' meetings may be held within and without the limits of the State of Florida. The Board of Directors to serve until their successors are elected and qualified are as follows:

Richard Dean Mulhern  
35 Spanish River Drive  
Ocean Ridge, FL 33435

Howard Guberman  
900 3rd Avenue  
29th Floor  
New York, NY 10022

Martin Gruss  
900 3rd Avenue  
29th Floor  
New York, NY 10022

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#### ARTICLE VIII.

The following designated officers of this corporation are to serve until the first annual meeting which shall be held on the second Wednesday in June, or until their successors are duly elected and qualified:

Richard Dean Mulhern                      President  
35 Spanish River Drive  
Ocean Ridge, FL 33435

Howard Guberman                      Secretary  
900 3rd Avenue  
29th Floor  
New York, NY 10022

Martin Gruss                      Treasurer  
900 3rd Avenue  
29th Floor  
New York, NY 10022

#### ARTICLE IX.

The names and post office addresses of each subscriber and the number of shares of stock which each agrees to take are:

Richard Dean Mulhern  
35 Spanish River Drive  
Ocean Ridge, FL 33435                      50 shares

Howard Guberman  
900 3rd Avenue 29th Floor  
New York, NY 10022

Martin Guberman  
900 3rd Avenue 29th Floor                      50 shares  
New York, NY 10022

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#### ARTICLE X.

The original incorporators of this corporation, or either of them, shall have the rights, after the organization of same, to assign and deliver their subscriptions of stock herein to any other person or persons who may hereafter become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida and the execution of this power.

#### ARTICLE XI.

Any Stockholder of this corporation may at any time demand an audit of the corporate records and should the audit reflect any material discrepancy, then the officer responsible for that discrepancy shall be liable for the cost of the audit, if no material discrepancy is revealed by the audit, then the Stockholder requesting the audit shall be solely liable for the expense thereof.

#### ARTICLE XII.

Any of the Stockholders of this corporation, at any time prior to selling their stock in said corporation shall give the other Stockholders the right of first refusal to purchase their stock at the then market value of said stock at the time of the offer of sale.

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IN WITNESS WHEREOF, we have hereunto set our hands and seals this 15 day of September A.D. 1998, at the County of Palm Beach, State of Florida.

  
Richard Dean Mulcahy  
(Seal)

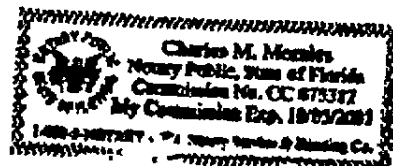
STATE OF FLORIDA

COUNTY OF

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Richard Dean Mulcahy, who is to me well known and known to me to be the person described in and who acknowledged to me that he/she executed the foregoing Articles of Incorporation as his/her free and voluntary act and deed and for the uses and purposes therein expressed. IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15 day of September A.D. 1998.

  
Charles M. Morales  
Notary Public

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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 STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT M & G LUXURY HOMES, INC.

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Ocean Ridge

(CITY)

STATE OF FLORIDA 33495

(STATE)

HAS NAMED Richard Dean Mulhern

(NAME OF RESIDENT AGENT)

LOCATED AT 35 Spanish River Drive

(STREET ADDRESS AND NUMBER OF BUILDING, POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Ocean Ridge

(CITY)

STATE OF FLORIDA, AS ITS AGENT TO ACCEPT

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

(CORPORATE OFFICER)

TITLE PRESIDENT

DATE SEPTEMBER 14, 1998

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.

SIGNATURE

(RESIDENT AGENT)

DATE SEPTEMBER 14, 1998

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