

P98000098987

Florida Department of State
Division of Corporations
Public Access System
Sandra B. Mortham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H98000022043 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 NOV 25 AM 8:41

FLORIDA PROFIT CORPORATION OR P.A.

M & R ASSET MANAGEMENT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

W 26511

4



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1998

EMPIRE

SUBJECT: M & R ASSET MANAGEMENT, INC.
REF: W98000026511

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 25 AM 8:41

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 complete document was not received. Please refax the complete document, including the electronic filing cover sheet.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

FAX Aud. #: H98000022043
Letter Number: 998A00056367

(4)
H98000022043

**ARTICLES OF INCORPORATION
OF
M & R ASSET MANAGEMENT, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

M & R ASSET MANAGEMENT, INC.

**ARTICLE II
NATURE OF CORPORATE BUSINESS**

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$0.01 par value per share.

**ARTICLE IV
PREEMPTIVE RIGHTS**

Shareholders of the Corporation shall have preemptive rights to acquire their pro-rata share of stock of the Corporation for all issues of any class of stock of the Corporation no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporation's shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissue of all redeemed or otherwise acquired shares including the reissue of treasury shares.

THIS INSTRUMENT PREPARED BY:
Scott E. Itkin
South Florida Tax
1940 Harrison Street, Suite 203
Hollywood, FL 33020
Tel (954) 925-3588

H98000022043

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 25 AM 8:41

H98000022043

**ARTICLE V
EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE VI
DIRECTORS**

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws, but shall never be less than one (1). The names and addresses of the initial Board of Directors are:

Michele Sharpe
404 S.W. 5th Avenue
Hallandale, FL 33009

All Directors of the Corporation shall have the right to vote on all contracts and other transactions of the Corporation regardless of their interests therein and no such contract of other transaction between this Corporation and any one or more of its Directors or Shareholders or any other corporation, firm, association, or entity in which one or more of its Directors or Shareholders are directors or are financially interested in shall be either void or voidable because of such relationship or interest.

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

Michele Sharpe
404 S.W. 5th Avenue
Hallandale, FL 33009

**ARTICLE VIII
REGISTERED AGENT AND PRINCIPAL OFFICE**

The Corporation's initial Registered Agent and Principal Office in the State of Florida are:

Michele Sharpe
404 S.W. 5th Avenue
Hallandale, FL 33009

H98000022043

H98000022043

ACCEPTANCE OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the Corporation at the initial Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all of the requirements of law pertaining thereto.

Michele Sharpe
Registered Agent

Michele Sharpe
404 S.W. 5th Avenue
Hallandale, FL 33009

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this date: November 16, 1998.

Michele Sharpe
Incorporator

Michele Sharpe
404 S.W. 5th Avenue
Hallandale, FL 33009

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 25 AM 8:41

H98000022043