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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

M & G HOME INSPECTIONS, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 5, 1999

EMPIRE

SUBJECT: M & G HOME INSPECTIONS, INC.
REF: W99000000225

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.

You must list the corporation's principal office and/or a mailing address in the document.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
M & G HOME INSPECTIONS, INC.**

The undersigned Incorporator subscribes to these Articles of Incorporation to form a corporation for profit under the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be M & G HOME
INSPECTIONS, INC.

ARTICLE II

PURPOSE

This corporation may and is authorized to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

a) The authorized capital stock of this corporation and the maximum number of shares of stock this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

b) All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing

PREPARED BY: CARRIE A. BROOKS, ESQ.
1224 N.E. 123 St. # 207
N. Miami, FL 33181
(305) 892-8877 Page 1
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having a value in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issue as hereinabove set forth, and when so issued, shall become and be fully paid and non-accessible, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE IV

TERM OF EXISTENCE

The effective date upon which the corporation shall come into existence shall be the date of filing these Articles of Incorporation, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V

DIRECTORS

- a) The initial number of Directors of this corporation shall be two (2).
- b) The number of Directors may either be increased or decreased from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation.
- c) Directors, as such, shall receive such compensation for their services, if any, as may be set forth by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by the Board of Directors in attending meetings of the Board of Directors.

d) Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefore.

e) The names and street addresses of the initial members of the Board of Directors to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified are:

PETER M. GUTHRIE, President

ENRIQUE A. MARTINEZ, Treasurer

f) Any Director may be removed from office by the holders of the majority of stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation for any cause deemed sufficient by such shareholder.

g) In case one or more vacancies shall occur on the Board of Directors by reason of death, resignation or otherwise, the vacancy shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the Director until the shareholders have acted to fill the vacancy.

ARTICLE VII

INCORPORATOR

The name and street address of the Incorporator signing these Articles is ENRIQUE A. MARTINEZ, 8958 Garland Avenue, Surfside, FL 33154. The principle place of business for the company is 8958 Garland Avenue, Surfside, FL 33154.

ARTICLE VIII

LOST OR DESTROYED CERTIFICATE

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as from time to time provided for in the By-Laws of the corporation.

ARTICLE IX

AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X

BY-LAWS

The power to adopt By-Laws shall be vested in the shareholders. The Board of Directors of this corporation, provided, however, that any By-laws altered, amended or repealed by the Directors that are inconsistent with any By-Laws adopted by the shareholders shall be void and the Directors may not alter, amend or repeal any By-laws adopted by the shareholders without the consent of a majority of the shareholders.

ARTICLE XI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series that he already owns, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 5th day of January, 1999.


ENRIQUE A. MARTINEZ
Incorporator

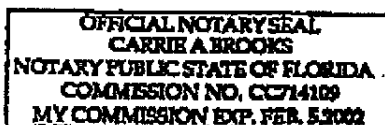
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared ENRIQUE A. MARTINEZ by me being first duly sworn, deposes and says that he is the person described as the Incorporator in the foregoing Articles of Incorporation; that he has read the Articles and have executed the same for the purposes therein expressed.

WITNESS my official hand and seal in the county and state last aforesaid this 5th day of January, 1999.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:

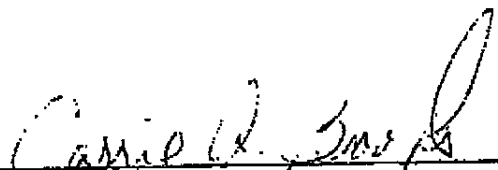


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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts appointment to serve as the
initial Registered Agent of M & G HOME INSPECTIONS, INC.,

Dated: 1/5/99


CARRIE A. BROOKS, ESQUIRE
Law Office of BROOKS & ASSOCIATES
2124 NE 123rd Street
Suite 207
North Miami, Florida 33181
(305) 892-8877
Registered Agent

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