

P9900000 1957

December 4, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporation
Fictitious Name Section
409 East Gains Street
Tallahassee, Florida 32399

500002732385--1
-01/06/99--01085--004
****122.50 *****78.75

Re: Formation of M & M Products, Inc.

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation ("Articles") and Certificate of Registered Agent and Registered Office ("Certificate") for M & M Products, Inc. Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50 for payment of the following:

Certificate of Incorporation	
Filing fee	\$ 35.00
Certified copy of the Certificate	
of Incorporation	52.50
Registered Agent's fee	<u>35.00</u>
Total	<u>\$122.50</u>

After the Articles and Certificate are filed, please forward the certified copy of the Articles and Certificate to our office in the enclosed addressed stamped return envelope as soon as possible.

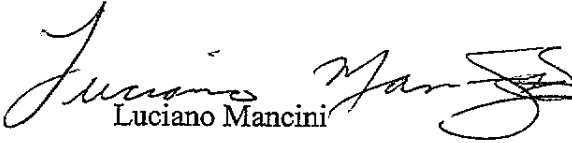
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DIVISION OF CORPORATION
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Secretary of State
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Please do not hesitate to contact me should you have any questions or comments.

Sincerely yours,


Luciano Mancini

Enclosures

**ARTICLES OF INCORPORATION
OF
M & M PRODUCTS, INC.**

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DIVISION OF CORPORATIONS
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The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is M & M PRODUCTS, INC. (the "Corporation").

ARTICLE II

The street address of the initial principal office and mailing address of the Corporation is 8200 N.W. 66th Terrace, Tamarac, Florida 33321.

ARTICLE III

The Corporation is authorized to issue 100 shares of common stock of \$.01 par value per share.

ARTICLE IV

The street address of the initial registered office of the Corporation is: 8200 N.W. 66th Terrace, Tamarac, Florida 33321 and the registered agent at that address is: Luciano Mancini.

ARTICLE V

The name and address of the incorporator of the Corporation is: Luciano Mancini, 8200 N.W. 66th Terrace, Tamarac, Florida 33321.


ARTICLE VI

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE VII

The Corporation expressly elects not to be governed by either Section 607.0901 or 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31 day of DECEMBER, 1998.



LUCIANO MANCINI, INCORPORATOR

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

Having been named as registered agent and 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.


LUCIANO MANCINI

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