

CESAR KUDJA
CERTIFIED PUBLIC ACCOUNTANT

8253 West 14th Court, Hialeah, Florida 33014
(305) 823-8570

P99 000002812

99 JAN 11 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

December 14, 1998

Florida Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

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-12/14/98--01129--013
****122.50 *****78.75

Re: New Filing
Florida Corporation

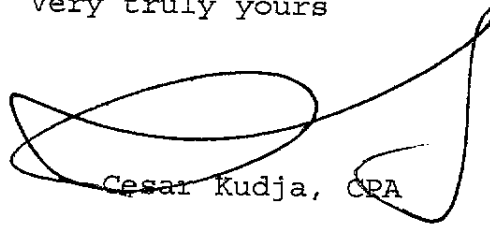
Gentlemen:

Enclosed please find the "The Articles Of Incorporation" of
MCF, Inc., together with our Ck. No. 1045
in the amount of \$122.50; to cover the filing fees of this new
corporation

Would you please mail the Articles certified copy to the above
address.

Thank you for your considerate attention.

Very truly yours



Cesar Kudja, CPA

Encls.
CK;cm

1998-28111
NA

SHARON

JAN 11 1999



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 15, 1998

CESAR KUDJA, CPA
8253 WEST 14TH COURT
HIALEAH, FL 33014

SUBJECT: MCF, INC.
Ref. Number: W98000028111

We have received your document for MCF, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 298A00059195

MCF Service Inc.] OK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MCF SERVICES, INC.

THE UNDERSIGNED has executed the following document for the purpose of forming the above named Corporation under the Florida Business Corporation Act, and as incorporator, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation shall be:
MCF SERVICES, INC.

ARTICLE II
DURATION

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III
CORPORATE PURPOSE

The corporation is being organized for the transaction of any and all lawfull busines permitted under the laws of the UNITED STATES OF AMERICA and the STATE OF FLORIDA.

ARTICLE IV
CAPITAL STRUCTURE

The aggregate number of shares which the corporation shall have the authority to issue is the total sum of ONE THOUSAND SHARES (1,000 Shares) of ONE DOLLAR (\$1.00) par value each which shall be designated as "Common Shares."

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent of this corporation shall be:

Milton Cubas
14408 SW 46 Terr.
Miami, FL 33175

ARTICLE VI
CORPORATION PLACE OF BUSINESS

The principal place of business for the corporation shall be:
14408 SW 46 Terr.
Miami, FL 33175

ARTICLE VII
INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial Board of Directors shall consist of a total of one person, who need not be resident of the State of Florida or shareholder of the corporation. 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(s) and address of these persons who are to serve as initial directors are:

Milton Cubas
14408 SW 46 Terr.
Miami, FL 33175

The names of the first officers of the corporation, to hold office until their successors are elected are:

Milton Cubas : President, Treasurer,
and Secretary

ARTICLE VIII
RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

<u>NAME</u>	<u>No. of Shares</u>	<u>Consideration</u>
Milton Cubas	1,000 Shares	\$1,000.00

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X
INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

Milton Cubas
14408 SW 46 Terr.
Miami, FL 33175

ARTICLE XI
INDEMNIFICATION

The corporation shall indemnify any officer, director, agent, employee or shareholder, or any former officer, director, agent, shareholder or employee to the full extent permitted by law for any threatened, pending or completed action, suit or proceeding, whether civil, administrative criminal or investigative (including one in the right of the corporation to procure judgement in its favor) by reason of the fact that he or his testator or intestate, is or was director, officer, employee or agent of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed of these Articles of Incorporation at Miami, Florida, on this 4th. day of January, 1999.

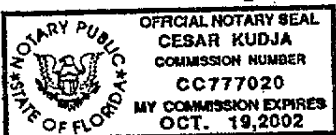
Milton	Cubas ;	Incorporator
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STATE OF FLORIDA)) SS
COUNTY OF DADE)

BEFORE ME, a notary public, duly authorized to administer oaths and take acknowledgements in the State and County set forth above, personally appeared Milton Cubas, known by me to be the person who executed the foregoing Articles of Incorporation of MCF SERVICES, INC. and he acknowledged before me that he executed the same for the purpose stated therein, and that the facts stated therein are true and correct.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal,
in the State and County aforesaid, this 4 th day of January, 1999.

My commission expires:



Cesar Kudja, Notary Public
State of Florida at Large

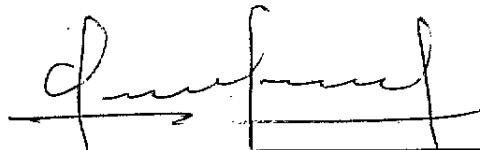
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

First: That MCF SERVICES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named its agent to accept service of process within the State the following individual:

Milton Cubas
14408 SW 46 Terr.
Miami, FL 33175

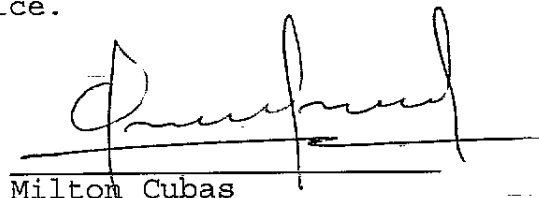


Milton Cubas, President

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, relative to keeping open said office.

Signed this 4 th. day of January, 1999.


Milton Cubas