

TRANSMITTAL LETTER

P99000008092

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

SUBJECT: M&M National Construction Inc
(Proposed corporate name - must include suffix)

000002756280--0
-01/27/99--01049--005
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- \$70.00 Filing Fee
 - \$78.75 Filing Fee & Certificate of Status
 - \$78.75 Filing Fee & Certified Copy
 - \$87.50 Filing Fee, Certified Copy & Certificate of Status
- ADDITIONAL COPY REQUIRED

FROM: Vincent McIntyre
Name (Printed or typed)

553 N.E. 75th St
Address

Miami FL 33138
City, State & Zip

305-757-0014
Daytime Telephone number

RECEIVED
99 JAN 27 PM 1:37
DIVISION OF CORPORATION

Vincent McIntyre GAVE
AUTHORIZATION BY PHONE TO
CORRECT 111 to three
DATE 1-27-99
DOC. EXAM CB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 JAN 27 PM 1:41

FILED
65-12-1

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
M & M National Construction, INC.

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99 JAN 27 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation; and to that end we do, by these articles, set forth:

ARTICLE I

The name of the corporation (which is hereinafter called the "Corporation") is:

M & M National Construction, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To provide construction services and property management, renovation, inspections, and property management services.

To serve as an independent consultant and to perform such services that are consistent with property management and construction services.

(b) To subscribe for, invest in, purchase or otherwise acquire, to own, hold, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including, without limitation, all types of stocks, bonds, debentures, or obligations or evidence of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic government

and municipal obligations, bank acceptances, commercial paper and secured call loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of the Corporation or otherwise; and while owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner, including the right to transfer and convey the said stock or other securities to one or more persons, firms, associations or corporations subject to voting trusts or other agreements placing in such persons voting or other powers in respect of said stocks or other securities; to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this Corporation.

(c) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real state, and the negotiating of loans, thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

(d) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.

(e) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, seal walls, fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharves, seal walls, sidewalks, ditches, drains, bulkheads and in connection therewith, to use any appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boatlines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats, crafts and to do all manner of marine construction.

(f) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commission agency, and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incident all to a sale and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

(g) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.

(h) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage, sell and convey the same; to negotiate, purchase, hold and sell mortgages, stocks, bonds and other securities and personal property; to invest money in real estate for itself or for other parties; to build, furnish, equip, construct and repair buildings and to carry on the general contracting and construction business; to have all the powers inferred upon such corporation to carry on any business in connection with and incident to the foregoing under the laws of the State of Florida or any other State.

(i) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or nature person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into 1,000 share of stock of the par value of \$1.00 per share, all of one class, namely Common Stock, and having an aggregate par value of \$1,000.00. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose; property, labor or services may be purchased or paid for with the capital stock; at a just valuation to be fixed by the Board Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this Corporation shall do business shall be no less than \$500.00.

ARTICLE V

The principal place of business of the Corporation shall be at **1244 N.W. 52 Street, Miami, Florida 33142** with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the year, or until their successors are chosen, shall be:

Louis Mack, Director
1244 N.W. 52 Street
Miami, FL 33142

ARTICLE VIII

The number of directors of the Corporation shall be **THREE**

ARTICLE IX

The names and post office addresses of the President and Secretary/Treasurer, who shall hold office until their Directors are elected or appointed or have qualified are:

Rosezena M. Mack, President /DIR
1244 N.W. 52 Street
Miami, Florida 33142

Marcha D. Brodie, Secretary/Treasurer /DIR
1244 N.W. 52 Street
Miami, FL 33142

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **M & M National Construction, INC.**

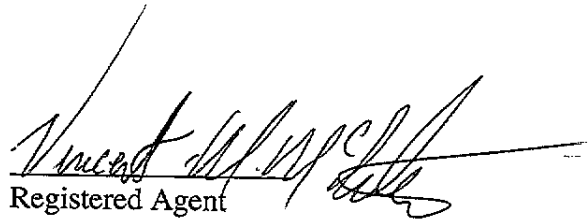
2. The name and address of the registered agent and office is:

**Vincent McIntere
553 N.E. 75 Street
Miami, FL 33138**

Rosezena M. Mack
Incorporator

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99 JAN 27 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


Registered Agent

1-27-99
DATE