

Charter Number Only

3/19/99 APR 19 1999

Comprehensive Business Serv.

Requestor Name
10651 N. Kendall DR. #201

Address
Miami, FL 33176

City State ZIP Phone

273-8588A

VALIDATION ONLY

800002791768--3
-03/02/99--01015--018
*****78.75 *****78.75

CORPORATION(S) NAME

M & O management
& investments, inc

RECEIVED
99 MAR -2 PM 12:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

cert. copy

Empire Toll Free: 1-800-432-3028

COMPREHENSIVE*
BUSINESS SERVICES

ACCOUNTING

BOOKKEEPING

TAX SERVICES

CONSULTATION

10651 North Kendall Drive, Suite #201, Miami, FL 33176

Fax: (305) 273-8533

Phone: (305) 273-8588

January 18, 1999

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

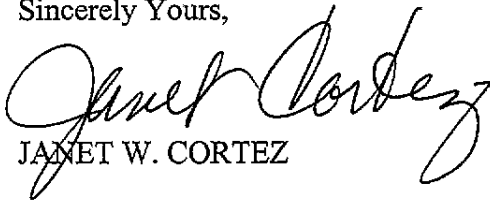
Subject: **M & O MANAGEMENT & INVESTMENTS, INC.**

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$77.25 to cover the following charges: Designation of Registered Agent; Filing Fee; and Certified Copy.

FROM:

JANET CORTEZ
10651 NORTH KENDALL DR., SUITE 201
MIAMI, FL. 33176

Sincerely Yours,



JANET W. CORTEZ

ARTICLES OF INCORPORATION
OF
M & O MANAGEMENT & INVESTMENTS, INC.

99 MAR -2 PM 12:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is M & O Management & Investments, Inc.

ARTICLE II

The term of existence of the Corporation is perpetual.

ARTICLE III

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

ARTICLE VI

The street address of the initial registered office of the Corporation is:

12195 S.W. 101 Street
Miami, FL 33186

The name of the registered agent of such address is:

Olavo Goncalves

ARTICLE VII

The initial address of the principal office of the Corporation in the State of Florida is:

12195 S.W. 101 Street
Miami, FL 33186

ARTICLE VIII

The initial Board of Directors of the Corporation shall be two (2) directors. The number of directors may be increased from time to time by bylaws adopted by the shareholders.

ARTICLE IX

The name and address of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, are :

Olavo Goncalves
12195 S.W. 101 Street
Miami, FL 33186

Manuel Labady
12195 S.W. 101 Street
Miami, FL 33186

ARTICLE X

The names and addresses of the Officers of the Corporation who shall hold office for the first year, or until their successors are chosen by the Board of Directors in accordance with the bylaws, are:

Olavo Goncalves
12195 S.W. 101 Street
Miami, FL 33186

President & Treasurer

Manuel Labady
12195 S.W. 101 Street
Miami, FL 33186

Vice-President & Secretary

ARTICLE XI

The name and address of the incorporator of this Corporation is:

Olavo Goncalves
12195 S.W. 101 Street
Miami, FL 33186

ARTICLE XII

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of common stock they agree to take are:

Olavo Goncalves	50 Shares, 50%
12195 S.W. 101 Street	
Miami, FL 33186	

Manuel Labady	50 Shares, 50 %
12195 S.W. 101 Street	
Miami, FL 33186	

ARTICLE XIII

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of January, 1999.

Signature: Olavo Goncalves
OLAVO GONCALVES

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 & O MANAGEMENT & INVESTMENTS, INC.
2. The name and address of the registered agent are:

Olavo Goncalves
12195 S.W. 101 Street
Miami, FL 33186

SIGNATURE: Olavo Goncalves

TITLE: _____

DATE: _____

FILED
99 MAR -2 PM 12:24
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.

SIGNATURE: Olavo Goncalves

DATE: _____