LAW OFFICES

### MITCHEL . HAYMES . BRENNER

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

P99006 19930319

Secretary of State Division of Corporation P. O. Box 6327 Tallahassee, Florida 32314

900002821629--0 -03/29/99--01081--007 \*\*\*\*122.50 \*\*\*\*\*78.75

Re:

Articles of Incorporation Marco Holdings, inc.

#### Dear Sir/Madam:

Enclosed please find this firm's check in the amount of \$122.50, your fee for filing the enclosed Articles of Incorporation in the name of Marco Holdings, Inc. Please forward to our office the Certificate of Incorporation.

Thank you in advance for your anticipated cooperation.

Very truly yours,

MITCHEL HAYMES & BRENK

Stool Mishall STEVEN J. MITCHEL

S.D.-42/99

#### ARTICLES OF INCORPORATION

OF

#### MARCO HOLDINGS, INC.

99 MM 8: 30 The undersigned, for the purpose of forming a corporation under the Florida General Corporation do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

MARCO HOLDINGS, INC.

#### ARTICLE II PRINCIPAL PLACE OF BUSINESS

4931 Taylor Street Hollywood, Florida 33021

#### ARTICLE III NATURE OF CORPORATE BUSINESS

The Corporation may engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way. The duration of the Corporation is perpetual.

#### <u>ARTICLE IV</u> CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share. The consideration to be paid for each share of stock be fixed by the Board of Directors.

#### ARTICLE V

#### INITIAL REGISTERED OFFICE AND AGENT

The Corporation's initial registered agent and registered office in the state of Florida shall be:

STEVEN J. MITCHEL, ESQUIRE 2997 Day Avenue Miami, FL 33133

## ARTICLE VI INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders.

However, the Corporation shall have no less than one (1) Director at any time.

NAME.

**ADDRESS** 

Marc Deitchman

4931 Taylor Street Hollywood, FL 33021

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the corporation, or until a successor is elected.

## ARTICLE VII INCORPORATORS

The name and address for each Incorporator executing these Articles of Incorporation is as follows:

NAME

**ADDRESS** 

Marc Deitchman

4931 Taylor Street Hollywood, FL 33021

## ARTICLE VIII AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

## ARTICLE IX COMMENCEMENT DATE

Corporate existence will commence upon issuance of the Certificate of Incorporation.

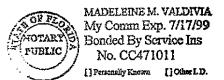
THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

MARC DEITCHMAN

# STATE OF FLORIDA ) ss COUNTY OF DADE )

Before me personally appeared MARC DEITCHMAN to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposed therein expressed.

WITNESS my hand and official seal this \_\_\_\_\_\_ day of March, 1999.



NOTARY PUBLIC:
My commission expires:

#### **ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of MARCO HOLDINGS, INC., which is contained in the foregoing Articles of Incorporation.

DATED this ZC day of March, 1999.

STEVEN J. MITCHEL Registered Agent

This Document was Prepared by: Mitchel Haymes & Brenner 2990 Day Avenue Miami, FL 33133 (305) 447-9900 Florida Bar 768693

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