

# JUSTIN-CRAIG LTD., INC.

September 14, 1998

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

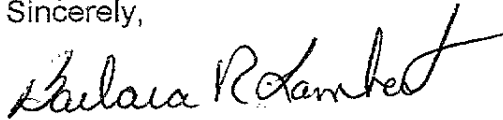
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-09/25/98--01038--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

To Whom It May Concern;

Enclosed please find the original and two copies of the articles of incorporation for ~~Justin-Craig Ltd., Inc.~~ along with a check in the amount of \$ 70.00 for the filing fees.

Please return the original and one copy to my office address, below.

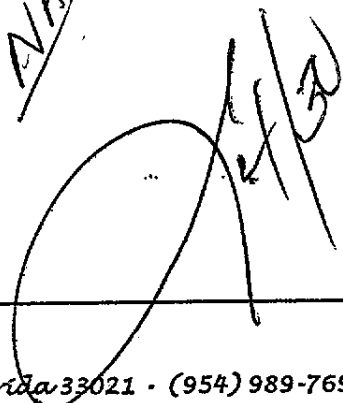
Sincerely,



Barbara R. Lambert  
President

EFFECTIVE DATE  
4-26-99

FILED  
99 APR 30 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1098-22027  
N/A  






FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 25, 1998

JUSTIN-CRAIG LTD., INC.  
% BARBARA R. LAMBERT  
3870 AMALFI DRIVE  
HOLLYWOOD, FL 33021

SUBJECT: MBD CORPORATION  
Ref. Number: W98000022027

We have received your document for MBD CORPORATION. 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: 898A00048413

4/26/99

*Please file the attached articles  
in place of MBD Corporation and  
return to the above address.*

*Thank you.*



ARTICLES OF INCORPORATION  
OF  
F E M INVESTMENT GROUP, INC.

99 APR 30 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

The undersigned incorporator, a natural person, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation and its principal place of business is as follows:

F E M INVESTMENT GROUP, INC.  
671 WASHINGTON AVENUE  
MIAMI BEACH, FL. 33139

EFFECTIVE DATE  
4-26-99

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To transact any and all lawful business for which corporations may incorporate under the Florida General Corporation Act.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of such professional services.

Prepared by:

Barbara R. Lambert  
Justin-Craig Ltd., Inc.  
3870 Amalfi Drive  
Hollywood, FL 33021  
(954) 989-7693



C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereto, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, or other laws of the State of Florida.

#### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share.

#### **ARTICLE IV - REGISTERED AGENT AND OFFICE**

The initial registered agent of this corporation shall be Eric Milon and the initial registered office of this corporation shall be 671 Washington Avenue, Miami Beach, Florida 33139.

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Hollywood, FL 33021  
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**ARTICLE V - ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office of this corporation shall be 671 Washington Avenue, Miami Beach, Florida 33139.

**ARTICLE VI - TERM OF EXISTENCE**

This corporation shall commence April 26, 1999 and shall exist perpetually unless dissolved according to law.

**ARTICLE VII - BOARD OF DIRECTORS**

A. The initial number of directors of this corporation shall be two.

B. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Directors but shall never be less than one.

C. The name and street address of the initial members of the Board of Directors to hold office for the first year of existence of this corporation or until their successors are elected or appointed and has qualified are:

ERIC MILON  
671 WASHINGTON AVENUE  
MIAMI BEACH, FL 33139

FRANCIS MILON  
690 N.E. 50<sup>th</sup> TERRACE  
MIAMI, FL 33137

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D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

#### **ARTICLE VIII - INCORPORATOR**

The following is the name and address of the person signing these Articles of Incorporation:

ERIC MILON  
671 WASHINGTON AVENUE  
MIAMI BEACH, FL 33139

#### **ARTICLE IX - BY-LAWS**

The power to adopt, amend or repeal By-Laws for the management of this corporation shall be vested in the Board of Directors.

#### **ARTICLE X - ADDITIONAL CORPORATE POWERS**

In furtherance hereof and not in limitation of the general powers conferred by the laws of the State of Florida and pursuant to the purposes and objectives herein above stated, this corporation shall have all and singular the following powers:

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A. To enter into, or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, which any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any and all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, provided however, that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) any other retirement or incentive compensation plan.

#### ARTICLE XI - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholder's meeting by a majority of the shares of stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Prepared by:

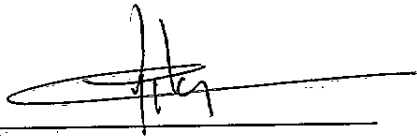
Barbara R. Lambert  
Justin-Craig Ltd., Inc.  
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**ARTICLE XII - INDEMNIFICATION**

The corporation shall indemnify any officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal this 22<sup>ND</sup> day of April, 1999.



ERIC MILON

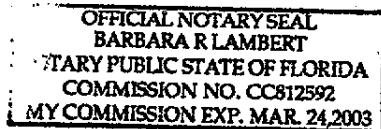
STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me by ERIC MILON, ✓ who is personally known to me or \_\_\_\_\_ who has produced \_\_\_\_\_ as identification, and who did take an oath, on this 22<sup>ND</sup> day of April, 1999.



Notary Public, State of  
Florida at Large

My Commission Expires:

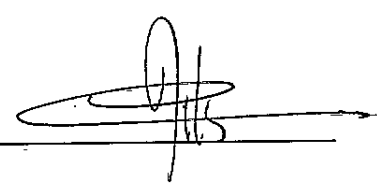


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Having been named Registered Agent to accept service of process for the above-named corporation, at place designated in this certificate, I hereby agree to act in that capacity and to comply with the provisions of Florida Statute 48.091.

  
ERIC MILON

**FILED**  
99 APR 30 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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