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Florida Department of State  
Division of Corporations  
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EFFECTIVE DATE

5-14-99

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## To:

Division of Corporations  
Fax Number : (850) 922-4001

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

MFC ACQUISITION CORP.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

EFFECTIVE DATE

5-14-99

(6)

OF

MFC ACQUISITION CORP.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

MFC ACQUISITION CORP.

The mailing address for the Corporation is:

2415 Hollywood Blvd., Hollywood, FL

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

PREPARED BY:  
JONATHAN HUTTNER  
2415 HOLLYWOOD BLVD.  
HOLLYWOOD, FLORIDA  
(954) 922-6104

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**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of Common Stock, each share having \$0.001 par value.

**ARTICLE V**

**INITIAL CAPITAL CONTRIBUTION**

The amount of capital with which this corporation shall begin business shall not be less than five hundred (\$500.00) Dollars.

**ARTICLE VI**

**SUBSCRIBERS**

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<b><u>SUBSCRIBER</u></b>	<b><u>ADDRESS</u></b>	<b><u>NUMBER OF SHARES</u></b>
JONATHAN HUTTNER	2415 Hollywood Blvd. Hollywood, FL	1

**ARTICLE VII**

**DIRECTORS**

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

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ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor is elected and qualified, is:

NAME

ADDRESS

JONATHAN HUTTNER

2415 Hollywood Blvd, Hollywood, FL

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2415 Hollywood Blvd., Hollywood, Florida and the name of the initial Registered Agent of this corporation at that address is JONATHAN HUTTNER

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ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.


DATED this 14 day of MAY, 1999.

  
JONATHAN HUTTNER

STATE OF FLORIDA )  
COUNTY OF Broward )SS

BEFORE ME, the undersigned authority, personally appeared JONATHAN HUTTNER, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Broward County, Florida, this 14 day of MAY, 1999.

  
Notary Public, State of  
Florida at Large

My Commission Expires:

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MFC ACQUISITION CORP.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSES OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS

\_\_\_\_\_ MAY BE SERVED \_\_\_\_\_

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST, THAT MFC ACQUISITION CORP. IS DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT THE CITY OF HOLLYWOOD, STATE OF FLORIDA, HAS NAMED JONATHAN  
HUTTNER, AT BROWARD COUNTY, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

Signature: \_\_\_\_\_

JONATHAN HUTTNER

Title: Subscriber

Date: \_\_\_\_\_

5-14-99

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TALLAHASSEE, FLORIDA

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Having been named to accept services of process for the above stated corporation, at the place  
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with  
the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: \_\_\_\_\_

JONATHAN HUTTNER

(Registered Agent)

Date: \_\_\_\_\_

5-14-99

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