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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

99 JUN 11 PM IP: 42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. M & B CONCEPTS, INC.

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Document #)

3. \_\_\_\_\_

(Document #)

4. \_\_\_\_\_

(Document #)

Walk in



Pick up time

2.00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS
<input checked="" type="checkbox"/> Profit
<input type="checkbox"/> NonProfit
<input type="checkbox"/> Limited Liability
<input type="checkbox"/> Domestication
<input type="checkbox"/> Other

AMENDMENTS
<input type="checkbox"/> Amendment
<input type="checkbox"/> Resignation of R.A., Officer/Director
<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Merger

200002901787-1  
-06/11/99--01053-001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

OTHER FILINGS
<input type="checkbox"/> Annual Report
<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Name Reservation

REGISTRATION/ QUALIFICATION
<input type="checkbox"/> Foreign
<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Trademark
<input type="checkbox"/> Other

RECEIVED  
JUN 11 1999

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**M & B CONCEPTS, INC.**

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

**ARTICLE I - CORPORATE NAME**

M & B CONCEPTS, INC.

99 JUN 11 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**

**ARTICLE II - NATURE OF BUSINESS AND POWERS**

This corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a part value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

**ARTICLE IV - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

## ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and street address of the corporation in the State of Florida shall be:

Scott A. Lazar, Esq.  
7101 S.W. 102 Avenue  
Miami, FL 33173

## ARTICLE VI - CORPORATION'S PRINCIPAL OFFICE

The initial principal office of the corporation shall be at 7101 S.W. 102<sup>nd</sup> Avenue, Miami, Florida 33173. The Board of Directors may, from time to time, move the principal office of the corporation to any other address in the State of Florida. The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

## ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1).

## ARTICLE VIII - INITIAL DIRECTOR

The name of the initial director of this corporation and his street address is:

Brian Siemienas  
c/o Koltun & Lazar, P.A.  
7101 S.W. 102 Avenue  
Miami, FL 33173

The person named initial director shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

## ARTICLE IX - INCORPORATOR

The name and street address of the individual signing these Articles of Incorporation as the incorporator is:

Scott A. Lazar, Esq.  
7101 S.W. 102<sup>nd</sup> Avenue  
Miami, FL 33173

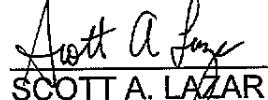
## ARTICLE X - CONFLICT OF INTEREST

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

## ARTICLE XI - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**IN WITNESS WHEREOF**, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 10<sup>th</sup> day of June, 1999.

  
SCOTT A. LAZAR

STATE OF FLORIDA )  
: ss.:  
COUNTY OF DADE )

**BEFORE ME**, a Notary Public, personally appeared SCOTT A. LAZAR, to me personally known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

**WITNESS** my hand and official seal at Miami, Dade County, Florida, this <sup>10</sup><sup>th</sup> day of June, 1999.

Doris K. Knobley  
Notary Public, State of Florida

IRIS KRINSKY  
Printed Signature of Notary

My Commission Expires:



Iris Krinsky  
MY COMMISSION # CC839394 EXPIRES  
August 5, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

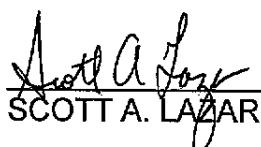
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **M & B CONCEPTS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Miami, Dade County, Florida, has named **SCOTT A. LAZAR**, located at 7101 S.W. 102<sup>nd</sup> Avenue, Miami, Florida 33173, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
SCOTT A. LAZAR

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99 JUN 11 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA