

Charter Number Only

199000058958

Craig Donoff

Requestor's Name

18305 Biscayne Blvd #300

Address

N. Miami Beach, FL 33166

City

State

ZIP

Phone

LIBRATION ONLY

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CORPORATION(S) NAME

MPHRC CORP., INC

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

99 JUN 30 AM 9:53

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Empire Toll Free: 1-800-432-3028

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| <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            |
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Cert. Copy

ARTICLES OF INCORPORATION

MPHRC CORP., INC.

I, the undersigned, being of legal age, do hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, under Section 607 of the Florida Statutes authorizing the formation of corporations.

ARTICLE I - NAME: MPHRC CORP., INC.

The name of the corporation shall be:

MPHRC CORP., INC.

ARTICLE II - DURATION:

The corporation shall have perpetual existence beginning with the date of acceptance of the corporation by the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE:

The corporation is organized for the purpose of transacting any or all lawful business within or without the State of Florida, and to have all powers conferred upon the corporation by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The corporation is authorized to issue (100) shares of common stock with a par value of One (\$1.00) Dollar per share.

Prepared by:

Craig Donoff, P.A.  
Florida Bar No. 179959  
18305 Biscayne Blvd., 300  
Aventura, FL 33160  
(305) 935-0496  
6100 Glades Road, Suite 204  
Boca Raton, FL 33434  
(561) 451-8220

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TALLAHASSEE FLORIDA

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the corporation is 2696 N.W. 64th Blvd., Boca Raton, FL 33496. The name and address of the initial Registered Agent of the corporation is CRAIG DONOFF.

ARTICLE VI - INITIAL BOARD OF DIRECTORS:

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is:

MARCY ABATE, President, 2696 N.W. 64th Blvd., Boca Raton, FL 33496.

PETER SILLS, Vice President, address same as above.

BERNICE SILLS, Sec/Treasurer, address same as above.

ARTICLE VII - INCORPORATOR:

The name and address of the person signing these Articles is: CRAIG DONOFF, ESQ., 6100 Glades Road, Suite 204, Boca Raton, FL 33434.

ARTICLE VIII - BY-LAWS:

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE IX - STOCKHOLDERS MEETING REQUIRED:

Any action of the stockholders of the corporation must be taken at a meeting of the stockholders of the corporation duly called as provided by law.

ARTICLE X - INDEMNIFICATION:

The corporation shall indemnify any officer or director, or

any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT:

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28<sup>th</sup> day of June, 1999.

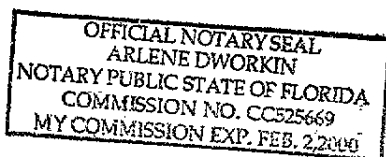
  
CRAIG DONOFF

STATE OF FLORIDA       )  
                                  ) ss.  
COUNTY OF DADE )

BEFORE ME, a notary public authorized to take acknowledgement in the State and County aforesaid, personally appeared CRAIG DONOFF, to me known and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same.

  
NOTARY PUBLIC, State of Florida  
at Large.

My Commission Expires:




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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

FIRST: That MPHRC CORP., INC. is desirous of incorporating under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in City of Boca Raton, County of Palm Beach, State of Florida, has named CRAIG DONOFF, located at 6100 Glades Road, Suite 204, Boca Raton, FL 33434, in the County of Palm Beach and the State of Florida as its Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

  
\_\_\_\_\_  
CRAIG DONOFF  
Resident Agent

Dated: *June 28, 1999*

**FILED**  
99 JUN 30 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA