

P99000076228

LAW OFFICE
MICHAEL H. MALE

PROFESSIONAL ASSOCIATION

SUITE 303

3250 MARY STREET

MIAMI, FLORIDA 33133

TELEPHONE (305) 443-5600

TELECOPIER (305) 443-6624

PLEASE REFER
TO FILE NO.

July 9, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation
~~Invest Co.~~

Dear Sir:

I am enclosing two original copies of the Articles of Incorporation of the above referenced corporation, together with my check in the sum of \$78.75 to cover the filing fees and a certified copy.

Sincerely yours,



Michael H. Male

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-07/14/99--01052--009
*****78.75 *****78.75

MHM/ow
Enclosures

~~99-1677~~

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MICHAEL H. MALE
PROFESSIONAL ASSOCIATION
SUITE 303
3250 MARY STREET
MIAMI, FLORIDA 33133

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PLEASE REFER
TO FILE NO.

August 23, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of M Group USA, Inc.

Dear Sir:

I am enclosing two original copies of the Articles of Incorporation of the above referenced corporation, together with a copy of your letter dated July 21 at which time we tried to file Invest Co. but the name was already in use and my client has decided to file this name instead.

Sincerely yours,



Michael H. Male

MHM/ow
Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 21, 1999

MICHAEL H. MALE, ESQ.
3250 MARY STREET
SUITE 303
MIAMI, FL 33133

SUBJECT: INVEST CO.
Ref. Number: W99000016771

We have received your document for INVEST CO. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 699A00037268

**ARTICLES OF INCORPORATION
OF
M GROUP USA, INC.**

FILED
99 AUG 26 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation shall be M Group USA, Inc.
2. The address of the corporation's principal office and mailing address is 3250 Mary Street, Suite 303, Miami, Florida 33133.
3. The aggregate number of authorized shares of capital stock of this corporation shall consist of one thousand (1,000) shares of common stock, having a par value of ONE AND NO/100 DOLLAR (\$1.00) per share.
4. The street address of the corporation's initial registered office is 3250 Mary Street, Suite 303, Miami, Florida 33133, and the name of its initial registered agent at that office is Michael H. Male.
5. The name and address of the incorporator of the corporation is Michael H. Male, 3250 Mary Street, Suite 303, Miami, Florida 33133.
6. The name and address of the initial director is Alan Weiselberg, 3250 Mary Street, Suite 303, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal this 23rd day of August, 1999.



MICHAEL H. MALE

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

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

First: That M Group USA, Inc. desires to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, Miami-Dade County, State of Florida, has named Michael H. Male, located at 3250 Mary Street, Suite 303, Miami, Florida 33133, as its agent to accept service of process within Florida.



MICHAEL H. MALE
Incorporator

August 23, 1999

DATE

FILED
99 AUG 26 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 23rd day of August, 1999.



MICHAEL H. MALE
REGISTERED AGENT