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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

MBMJ CORPORATION

Certificate of Status	0
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B. McKnight AUG 30 1999

ARTICLES OF INCORPORATION
OF
MBMJ CORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of incorporation.

ARTICLE I: NAME

The name of the corporation shall be:
MBMJ CORPORATION

The principal place of business of this corporation shall be:
2501 BRICKELL AVENUE, Suite 707
MIAMI, FL 33129

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
ONE HUNDRED SHARES OF ONE DOLLAR PAR VALUE COMMON STOCK.

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

MJ TAXES
420 Lincoln Road, Suite 387
Miami Beach, FL 33139

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ARTICLE V: OFFICERS DIRECTORS

The names and street addresses of the initial officers and director, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

BARBARA ORDACCI
2501 BRICKELL AVENUE, Suite 707
MIAMI, FL 33129

MARA NOGUEIRA
21205 YACHT CLUB DRIVE #404
AVENTURA, FL 33180

ARTICLE VI: INCORPORATORS

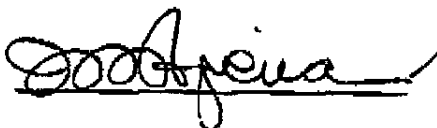
The names and street addresses of the incorporators to this articles of incorporation are:

BARBARA ORDACCI
2501 BRICKELL AVENUE, Suite 707
MIAMI, FL 33129

MARA NOGUEIRA
21205 YACHT CLUB DRIVE #404
AVENTURA, FL 33180

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19 days of August, 1999.

Signature of incorporators

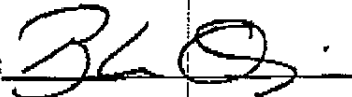


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
MEMJ CORPORATION
2. The name and address of the registered agent and office is:
BARBARA ORDACGI
2501 BRICKELL AVENUE, Suite 707
MIAMI, FL 33129

SIGNATURE

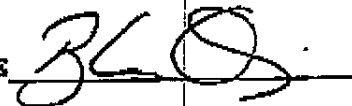


TITLE: **PRESIDENT**

DATE: 08/18/99

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 AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE: 08/18/99

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