

P99000102449**Florida Department of State**

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.**M & A HOLDINGS, INC., A FLORIDA CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF INCORPORATION

OF

M & A HOLDINGS, INC., a Florida Corporation

ARTICLE I

The name of this Corporation is:

M & A HOLDINGS, INC., a Florida Corporation

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI

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.

Prepared By:

MARK B. GOLDSTEIN, ESQUIRE
MARK B. GOLDSTEIN P.A.
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FL 33431
(561) 989-9955

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ARTICLE VII.
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 VIII.

The street address of the initial registered office of this Corporation is: 2255 Glades Road, Suite 236W, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business of the corporation is 2803 East Commercial Blvd., Fort Lauderdale, Florida 33308.

ARTICLE IX.

This Corporation shall have THREE (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Directors of this Corporation is:

MARK B. GOLDSTEIN
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FL 33431.

MATTHEW J. SARRO
2803 EAST COMMERCIAL BLVD.
FORT LAUDERDALE, FL 33308

ANDREW R. CAGNETTA, JR.
2803 EAST COMMERCIAL BLVD.
FORT LAUDERDALE, FL 33308

ARTICLE X.

The name and address of the person or entity signing these Articles of Incorporation is:

MARK B. GOLDSTEIN
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FL 33431.

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ARTICLE XI.
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 02 day of November, 1999.

M & A HOLDINGS, INC., a Florida
Corporation

BY: 
MARK B. GOLDSTEIN, Incorporator

STATE OF FLORIDA)


COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 02 day of November, 1999, in the County and State aforesaid.



ANGELA CATHERINE WARSHEFSKI
My Commission CC528542
Expires Jan. 29, 2000


PRINT NAME: _____
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires: _____
Commission No: _____

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

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

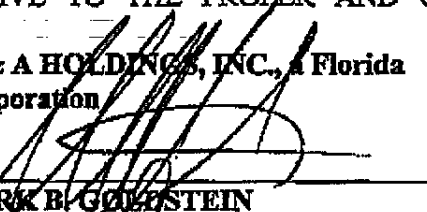
FIRST THAT M & A HOLDINGS, INC., A FLORIDA CORPORATION DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 2803 East
Commercial Blvd., Fort Lauderdale, Florida 33308 HAS NAMED MARK B. GOLDSTEIN,
LOCATED AT 2255 GLADES ROAD, SUITE 236W, BOCA RATON, FL 33431, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

M & A HOLDINGS, INC., a Florida
Corporation

BY: 
MARK B. GOLDSTEIN, Incorporator

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 FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

M & A HOLDINGS, INC., a Florida
Corporation

BY: 
MARK B. GOLDSTEIN
Dated:

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

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TALLAHASSEE, FLORIDA

I HEREBY CERTIFY on this day, before me, an officer duly authorized to
administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN,
known to me to be the person described in and who executed the foregoing instrument, who
acknowledged before me that he executed the same, that I relied upon the following form of
identification of the above-named person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 22 day of November, 1999, in the
County and State aforesaid.



ANGELA CATHERINE WARSHEFSKI
My Commission 00528542
Expires Jan. 29, 2000


PRINT NAME: _____
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires _____

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