




ROSS MILLER
Secretary of State
204 North Carson Street, Suite 4
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov

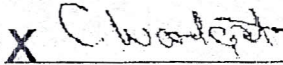
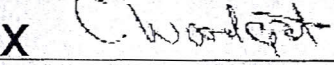
Articles of Incorporation

(PURSUANT TO NRS CHAPTER 78)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20090696065-03 Filing Date and Time 09/22/2009 3:10 PM Entity Number E0507482009-1
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	ML CAPITAL GROUP, INC.		
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: CSC SERVICES OF NEVADA, INC. Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <u>OR</u> <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Street Address City Nevada Zip Code Mailing Address (if different from street address) City Nevada Zip Code		
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value: 100,000,000	Par value per share: \$ 0.0001	Number of shares without par value:
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) MILTON M. MASSON Name 9565 E POINSETTIA DR SCOTTSDALE AZ 85250 Street Address City State Zip Code 2) LISA NELSON Name 14027 N CAMEO DR FOUNTAIN HILLS AZ 85268 Street Address City State Zip Code		
5. Purpose: (optional; see instructions)	The purpose of the corporation shall be:		
6. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	CSCSERVICES OF NEVADA, INC. <input checked="" type="checkbox"/>  Name Incorporator Signature 502 EAST JOHN STREET CARSON CITY NV 89706 Address City State Zip Code		
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/>  Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity 9/22/09 Date		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles
Revised: 4-10-09

**(PROFIT) INITIAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT AND
STATE BUSINESS LICENSE APPLICATION OF:**

FILE NUMBER

ML CAPITAL GROUP, INC.

E0507482009-1

NAME OF CORPORATION

FOR THE FILING PERIOD OF 9/2009 TO 9/2010



100101

****YOU MAY FILE THIS FORM ONLINE AT www.nvsos.gov****

The entity's duly appointed registered agent in the State of Nevada upon whom process can be served is:

CSC SERVICES OF NEVADA, INC. (Commercial Registered Agent)
502 EAST JOHN STREET
CARSON CITY, NV 89706 USA

A FORM TO CHANGE REGISTERED AGENT INFORMATION IS FOUND AT: www.nvsos.gov

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20090727342-36 Filing Date and Time 10/06/2009 10:36 AM Entity Number E0507482009-1
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(This document was filed electronically.)

ABOVE SPACE IS FOR OFFICE USE ONLY

USE BLACK INK ONLY - DO NOT HIGHLIGHT

☐ Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

IMPORTANT: Read instructions before completing and returning this form.

1. Print or type names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An **Officer** must sign the form. **FORM WILL BE RETURNED IF UNSIGNED.**
2. If there are additional officers, attach a list of them to this form.
3. Initial list fee is \$125.00. A \$75.00 penalty must be added for failure to file this form by the last day of the first month following the incorporation/initial registration with this office.
4. State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
5. Make your check payable to the Secretary of State.
6. **Ordering Copies:** If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
7. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
8. Form must be in the possession of the Secretary of State on or before the last day of the first month following the initial registration date. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include initial list and business license fees will result in rejection of filing.

INITIAL LIST FILING FEE: \$125.00

LATE PENALTY: \$75.00

BUSINESS LICENSE FEE: \$200.00

LATE PENALTY: \$100.00

CHECK ONLY IF APPLICABLE

- | | |
|--|---|
| <input type="checkbox"/> Pursuant to NRS, this corporation is exempt from the business license fee. Exemption code: <input type="text"/> | Section 7(2) Exemption Codes |
| <input type="checkbox"/> Month and year your State Business License expires: <input type="text"/> 20 <input type="text"/> | 001 - Governmental Entity |
| <input type="checkbox"/> This corporation is a publicly traded corporation. The Central Index Key number is: <input type="text"/> | 002 - 501(c) Nonprofit Entity |
| <input type="checkbox"/> This publicly traded corporation is not required to have a Central Index Key number. | 003 - Home-based Business |
| | 004 - Natural Person with 4 or less rental dwelling units |
| | 005 - Motion Picture Company |

NAME MILTON MASSON	TITLE(S) PRESIDENT (OR EQUIVALENT OF)		
ADDRESS 9565 E. POINSETTIA DR , USA	CITY SCOTTSDALE	STATE AZ	ZIP CODE 85250
NAME LISA NELSON	TITLE(S) SECRETARY (OR EQUIVALENT OF)		
ADDRESS 14027 N. CAMEO DR. , USA	CITY FOUNTAIN HILLS	STATE AZ	ZIP CODE 85268
NAME LISA NELSON	TITLE(S) TREASURER (OR EQUIVALENT OF)		
ADDRESS 14027 N. CAMEO DR. , USA	CITY FOUNTAIN HILLS	STATE AZ	ZIP CODE 85268
NAME MILTON MASSON	TITLE(S) DIRECTOR		
ADDRESS 9565 E. POINSETTIA DR. , USA	CITY SCOTTSDALE	STATE AZ	ZIP CODE 85250

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of sections 6 to 18 of AB 146 of the 2009 session of the Nevada Legislature and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X MILTON MASSON

Title
PRESIDENT
Date
10/6/2009 10:33:13 AM

Signature of Officer

Nevada Secretary of State Initial List Profit
Revised: 8-5-09



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 4
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsos.gov

Articles of Incorporation

(PURSUANT TO NRS CHAPTER 78)

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<i>[Signature]</i> Ross Miller Secretary of State State of Nevada	20090696065-03
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3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value: 100,000,000	Par value per share: \$ 0.0001	Number of shares without par value:
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) MILTON M. MASSON Name 9565 E POINSETTIA DR SCOTTSDALE AZ 85250 Street Address City State Zip Code 2) LISA NELSON Name 14027 N CAMEO DR FOUNTAIN HILLS AZ 85268 Street Address City State Zip Code		
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6. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	CSCSERVICES OF NEVADA, INC. <i>[Signature]</i> Name Incorporator Signature 502 EAST JOHN STREET CARSON CITY NV 89706 Address City State Zip Code		
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This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles
Revised: 4-10-09

ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION COVER SHEET

USE A SEPARATE COVER SHEET FOR EACH DOCUMENT

ARE YOU FILING: ☒ New Entity ☐ Change to existing entity ☐ Re-submission/Correction

PLEASE COMPLETE ALL APPROPRIATE SECTIONS

Type in Corp/LLC Name:

FILING TYPE	REGULAR SERVICE FEE	EXPEDITED SERVICE FEE
<input type="checkbox"/> Articles of Domestication	<input type="checkbox"/> \$100.00	<input type="checkbox"/> \$135.00
<input type="checkbox"/> Articles of Incorporation (Profit)	<input type="checkbox"/> \$ 60.00	<input type="checkbox"/> \$ 95.00
<input type="checkbox"/> Articles of Incorporation (Non Profit)	<input type="checkbox"/> \$ 40.00	<input type="checkbox"/> \$ 75.00
<input type="checkbox"/> Articles of Organization (Limited Liability Company)	<input type="checkbox"/> \$ 50.00	<input type="checkbox"/> \$ 85.00
<input checked="" type="checkbox"/> Application For Authority (Business)	<input type="checkbox"/> \$175.00	<input checked="" type="checkbox"/> \$210.00
<input type="checkbox"/> Application to Conduct Affairs (Non Profit)	<input type="checkbox"/> \$175.00	<input type="checkbox"/> \$210.00
<input type="checkbox"/> Application for New Authority	<input type="checkbox"/> \$175.00	<input type="checkbox"/> \$210.00
<input type="checkbox"/> Application for Registration	<input type="checkbox"/> \$150.00	<input type="checkbox"/> \$185.00
<input type="checkbox"/> Articles of Amendment	<input type="checkbox"/> \$ 25.00	<input type="checkbox"/> \$ 60.00
<input type="checkbox"/> Articles of Amendment & Restatement	<input type="checkbox"/> \$ 25.00	<input type="checkbox"/> \$ 60.00
<input type="checkbox"/> Articles of Correction	<input type="checkbox"/> \$ 25.00	<input type="checkbox"/> \$ 60.00
<input type="checkbox"/> Articles of Merger/Share Exchange	<input type="checkbox"/> \$100.00	<input type="checkbox"/> \$135.00
<input type="checkbox"/> Articles of Merger (Limited Liability Company)	<input type="checkbox"/> \$ 50.00	<input type="checkbox"/> \$ 85.00
<input type="checkbox"/> Affidavit of Publication	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 35.00
<input type="checkbox"/> CORPORATIONS - Certified Copies* <small>*If copies are for different entities the Expedite fee applies to each entity</small>	<input type="checkbox"/> \$5.00 Each () (Enter Quantity)	<input type="checkbox"/> \$40.00 () (Enter Quantity)
<input type="checkbox"/> LLCs - Certified Copies* <small>*If copies are for different entities the Expedite fee applies to each entity</small>	<input type="checkbox"/> \$10.00 Each () (Enter Quantity)	<input type="checkbox"/> \$45.00 () (Enter Quantity)
<input type="checkbox"/> Good Standing Certificate* <small>*If Good Standing Certificates are for different entities the Expedite fee applies to each entity</small>	<input type="checkbox"/> \$10.00 Each () (Enter Quantity)	<input type="checkbox"/> \$45.00 () (Enter Quantity)
<input type="checkbox"/> Other:	<input type="checkbox"/> Regular Fee	<input type="checkbox"/> Expedite Fee

SELECT PAYMENT TYPE:

DO NOT WRITE YOUR CREDIT CARD NUMBER ON THIS FORM!

- ☒ Check
☐ M.O.D. Account
☐ Cash
☐ Credit Card -- for in-person filings only
☐ No fee required

Check # _____
 MOD Acct # _____

Check Amount \$ 210.00
 Mod Amount \$ _____
 Cash Amount \$ _____
 CC Amount \$ _____

SELECT ONE RETURN DELIVERY OPTION: ☒ Mail ☐ Pick Up ☐ Fax # ()

REQUIRED: Please list the person or company who will be picking up the completed documents.

DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY TWO WEEKS).

Person or Company Name:

Lisa Nelson

Phone Number:

(480) 516-3394

Address:

16810 Ave of Fountains Ste - 101

City:

Fountain Hills

State:

AZ

Zip:

85268

FOR ARIZONA CORPORATION COMMISSION USE ONLY	
PICK-UP BY:	DATE:

View current process times at: www.azcc.gov/Divisions/Corporations

CERTIFICATE OF DISCLOSURE

A.R.S. §10-202(D) (for-profits and financial institutions) or §10-3202(D) (nonprofits)

ML Capital Group INC.
EXACT CORPORATE NAME

- A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:
1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. The nature and description of each conviction or judicial action, including the date and location, the court and public agency involved and file or cause number of case.

- C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the other corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the other corporation:
 - (a) was incorporated.
 - (b) has transacted business.
4. Dates of corporate operation.
5. Case information for bankruptcy or receivership (date, case number, court).

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above.
THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Lisa A. Nelson

BY _____

PRINT NAME Lisa A. Nelson

PRINT NAME _____

TITLE Secretary/Treasurer DATE 5/26/10

TITLE _____

DATE _____

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profits or financial institutions) person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file a SUPPLEMENTAL certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

FINANCIAL INSTITUTIONS: MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.

DO NOT PUBLISH
THIS SECTION

5.b. Indicate to which address the Annual Report should be mailed.

6. If the purpose of your corporation has any limitations please indicate. If not, state no limitations or leave blank.

8. The total number of shares authorized (not issued) cannot be blank or "Not Applicable." Number must match Articles of Incorporation in domicile state.

5.a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:

16810 Ave of Fountains Ste 101
Fountain Hills, AZ 85268

5.b. The Annual Report and general correspondence should be mailed to the address specified above in section 4 or 5a ☒.

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any:

NONE

7. The names and business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

Name: Lisa Nelson, Secretary/Treasurer
Address: 16810 Ave of Fountains Ste 101
City, State, Zip: Fountain Hills, AZ 85268

Name: Milton M. Masson, President
Address: 9596 East Poinsettia Dr
City, State, Zip: Scottsdale, AZ 85250

Name: _____ (title)
Address: _____
City, State, Zip: _____

8. The foreign corporation is authorized to issue 100 million shares, itemized as follows: (Attach additional sheets if necessary.)

100 million shares of Common (class or series) stock at
par value or par value of \$ 0.001 per share.

_____ shares of _____ (class or series) stock at
no par value or par value of \$ _____ per share.

_____ shares of _____ (class or series) stock at
no par value or par value of \$ _____ per share.

**DO NOT PUBLISH
THIS SECTION**

9. The total number of shares issued cannot be blank or "Not Applicable." If no shares have been issued, put the word "none" or "zero" or the number 0. Include only shares actually issued in this section.

The Application must be accompanied by the following:
① A Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

② A certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, § 8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws the corporation is incorporated.

The agent must consent to the appointment by executing the consent.

9. The foreign corporation has issued 55 million shares, itemized as follows:
55 million shares of Common (class or series) stock at
no par value or par value of \$.001 per share.
____ shares of _____ (class or series) stock at
no par value or par value of \$ _____ per share.
____ shares of _____ (class or series) stock at
no par value or par value of \$ _____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

Business Consulting

Dated this 26th day of MAY 2010

Executed by

Lisa A. Nelson

Duly Authorized Officer or Director

Lisa A. Nelson

[print name]

[title]

PHONE _____

[optional]

FAX _____

[optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 26 day of MAY 2010

Lisa A. Nelson

Signature

Lisa A. Nelson

[Print Name]

[If signing on behalf of a company serving as statutory agent,
print company name here]