

P 98000095008

TRANSMITTAL LETTER

FILED

98 NOV -6 AM 11: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: MPV DEVELOPMENT Corp.
(Proposed corporate name - must include suffix)

400002682304--3
-11/06/98--01076--008
*****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee


\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: _____

 *Escouriza*
20031 Los Leones Dr
Hialeah FL 33015-2059

400002682304--3
-11/06/98--01076--009
*****8.75 *****8.75

City, State & Zip

Daytime Telephone number

P. Hall

NOV 10 1998
4

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
MPV DEVELOPMENT CORP.

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ARTICLE I - NAME

The name of this corporation is MPV DEVELOPMENT CORP.

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation shall be: 20031 Los Leones Dr., Miami, FL 33015

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of the Articles of Incorporation.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 300 shares of no par value common stock which shall be designated as "Common Shares".

ARTICLE VI - REGISTERED AGENT AND OFFICE OF REGISTERED AGENT

The registered agent of the Corporation is Manuel Escauriza. The street address of the office of the registered agent of the corporation is 20031 Los Leones Dr., Miami, FL 33015.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have three Directors constituting the initial Board of Directors, the number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Manuel Escauriza, Director
20031 Los Leones Dr.
Miami, FL 33015

Pedro Doger, Director
1441 S.W. 139th Ave.
Miami, FL 33184

Jorge Viera, Director
1373 W. 38th PL.
Hialeah, FL 33012

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these articles is: Manuel Escauriza, 20031 Los Leones Dr., Miami, FL 33015.


ARTICLE IX - INDEMNIFICATION

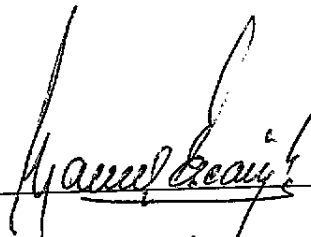
The corporation shall indemnify any Office or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 04 day of NOVEMBER, 1998.


Witness

BY: 
Manuel Escauriza
as Incorporator

STATE OF FLORIDA
COUNTY OF DADE
NOVEMBER 04, 1998





Guillermo Luque
My Commission CC699895
Expires December 2, 2001

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

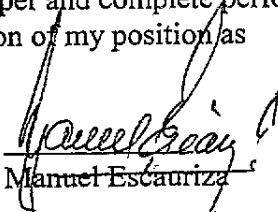
1. The name of the corporation is : MPV Development Corp. having its principal place of business at 20031 Los Leones Dr., Miami, FL 33015.
2. The name and address of the registered agent and office is : Manuel Escauriza. The street address of the office of the registered agent of the corporation is 20031 Los Leones Dr., Miami, FL 33015.

The address of the registered agent and the address of the principal office of the corporation are identical.

Manuel Escauriza

Date: NOVEMBER 04, 1998


Having been named as Registered Agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.


Manuel Escauriza

Date: NOVEMBER 04, 1998

STATE OF FLORIDA
COUNTY OF DADE
NOVEMBER 04, 1998



 Guillermo Luque
My Commission CC699895
Expires December 2, 2001