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BROOKS C. MILLER P.A.

ATTORNEYS WITH A GLOBAL PERSPECTIVE™

1690 FIRST UNION FINANCIAL CENTER

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July 30, 2002

Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

Re: MJL International, Inc.

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-08/01/02--01048--005

*****87.50 *****87.50

To Whom It May Concern:

Enclosed herewith for filing are the following documents pertaining to the above-referenced corporation:

1. Original Articles of Incorporation;
2. Copy of the Articles of Incorporation; and
3. Check #003561 in the amount of \$87.50 covering the filing fee, certified copy, and certificate of status of MJL International, Inc.

Should you have any questions regarding this matter, please feel free to contact our office.

Very truly yours,

Brooks C. Miller

Enclosures

FILED
02 AUG -1 AM 9:05
SEC. OF STATE
TALLAHASSEE, FLORIDA

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FILED
02 AUG -1 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles Of Incorporation of
MJL International, Inc.**

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles Of Incorporation for such Corporation:

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

**Article I
Name**

The name of the Corporation is MJL International, Inc.

**Article II
Corporate Existence**

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Florida Department Of State.

**Article III
Stock**

Section A. Authorized Common Voting Shares. The aggregate number of common voting shares which the Corporation is authorized to issue is 1,000 shares of \$.10 par value common voting stock.

1. **Voting Rights and Notice.** At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles Of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. **Dividends.** Except where otherwise provided by law or by these Articles Of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. **Liquidation.** Except where otherwise provided by law or by these Articles Of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares without distinction according to their respective shares.

Section B. Cumulative Voting. There shall be no cumulative voting.

Section C. Pre-emptive Rights of Shareholders. The Corporation elects to have pre-emptive rights applicable to its shares in the manner and to the extent set forth herein. The Shareholders of the Corporation shall have the right to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Corporation's Board of Directors to issue them and shall be provided a fair and reasonable opportunity to exercise such right on uniform terms and conditions prescribed by the Board of Directors. Such pre-emptive right may be waived by a Shareholder and written evidence of such waiver shall be irrevocable notwithstanding the fact that it is unsupported by consideration.

Section D. First Lien. The Corporation shall have a first lien upon the shares of any Shareholder for any debt or liability owing by such Shareholder to the Corporation.

Section E. Transfer of Shares of Indebted Shareholder. If a Shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his or her shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

Article IV **Principal Office**

The address of the principal office of the Corporation is 12800 N.W. 107th Court, Miami, Florida 33178.

Article V **Agent For Service Of Process**

The name and address of the designated Agent for Service of Process is:

Brooks C. Miller
200 S. Biscayne Blvd. Suite 1690
Miami, Florida 33131

Article VI **Incorporator**

The name and address of the Incorporator is:

Brooks C. Miller
200 S. Biscayne Blvd. Suite 1690
Miami, Florida 33131

Article VII **Purpose And Power**

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

Article VIII **Directors**

The number of Directors constituting the initial Board of Directors is two. The names and addresses of the persons, who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected and shall qualify, are:

Name and Address

Luis C. Peleja
12800 N.W. 107th Court
Miami, Florida 33178

David James Holt
12800 N.W. 107th Court
Miami, Florida 33178

After the initial Board of Directors, the Board shall consist of such number of Directors as shall be fixed by the Bylaws of the Corporation.

Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified, unless removed from office by a majority vote of the Shareholders represented at a special meeting of Shareholders properly called and held in accordance with the Articles Of Incorporation and Bylaws of the Corporation.

Article IX **Officers**

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and assistant Officers as shall be named by the Board of Directors pursuant to the Bylaws of the Corporation. The initial Officers of the Corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

<u>Office</u>	<u>Name and Address</u>
President	Luis C. Peleja 12800 N.W. 107th Court Miami, Florida 33178
Secretary	David James Holt 12800 N.W. 107th Court Miami, Florida 33178

Article X **Corporate Seal**

This Corporation shall have a corporate seal.

Article XI
Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by the President and shall be countersigned or attested by the Secretary, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Corporation.

Article XII
Non-Liability Of Directors

A Director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the Director derived an improper personal benefit, or (iv) acts or omissions for which non-liability is prohibited under the Florida Business Corporation Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Florida Business Corporation Act is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its Shareholders, then the liability of a Director of this Corporation shall be eliminated or limited to the full extent then permitted.

Article XIII
Indemnification Of Officer-Directors

This Corporation shall indemnify an Officer-Director of this Corporation, and each Officer-Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer-Director or person relating to his or her conduct as an Officer-Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of an Officer-Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which an Officer-Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Officer-Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and

shall continue as to a person who has ceased to be an Officer-Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XIV
Amendment Of Articles Of Incorporation

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

Article XV
Approval Of Compensation

No salary or other compensation shall be paid to any Director or Officer of the Corporation for services rendered as such Director or Officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held Shareholders' meeting by the record holders of at least 75% of the then-outstanding voting shares of the Corporation.

Dated July 31, 2002.



Brooks C. Miller
Incorporator

Acceptance

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Brooks C. Miller

7/31/02

July 31, 2002

FILED
02 AUG - 1 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA