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FIRST FLORIDA TITLE COMPANY  
2490 Coral Way, #401, Miami, Florida 33145; 305/858-1814

July 26, 2000

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, FL 32314

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

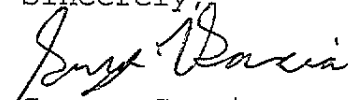
RE: Articles of Incorporation of MP Properties, INC.

Dear Sir or Madam:

Enclosed please find the original and copy of the Articles of Incorporation of MP Properties, Inc. and a check in the amount of \$ 78.75 representing your fees for filing same. Please return to us a certified copy.

Thank you.

Sincerely,

  
George Garcia

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures: Articles of Incorporation  
Check

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ARTICLES OF INCORPORATION

OF

MP PROPERTIES INC.

Article I - Name

The name of this corporation is MP PROPERTIES, INC.

Article II - Purpose

This corporation is organized for the purpose of investment in real estate and sales, and for doing any and all other services allowed by law.

Article III - Capital Stock

This corporation is authorized to issue 100 shares of US \$1.00 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of such stock when issued shall be fully paid and exempt from assessment. This corporation may not issue more than one class of stock.

Article IV - Principal Office

The street address of the principal office of this Corporation is:

390 N.E. 162 Street  
North Miami Beach, Florida 33162

Article V - Initialed Registered Office and Agent

The initial registered agent and the initial registered office is as follows:

Maryse Pierre  
390 N.E. 162 Street  
North Miami Beach, FL 33162

Article VI - Board of Directors

The number of directors may be either increased or decreased from time

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to time as provided in the Bylaws but shall never be less than one. The following persons are directors of the Corporation until their successors are elected, and have qualified in accordance with the applicable laws of the United States and Florida:

<u>Name</u>	<u>Address</u>
Maryse Pierre President, Secretary, Director	390 N.E. 162 Street North Miami Beach, FL 33162

#### **Article VII - Incorporators**

The name and address of the initial incorporator (s) of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Maryse Pierre	390 N.E. 162 Street North Miami Beach, FL 33162

#### **Article VIII - Powers**

The Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

#### **Article X - Indemnification**

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, or employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust, or other enterprises which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses including attorneys' fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorneys' fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs,

executors and administrators of such person.

Article XI - Duration

The duration of the corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

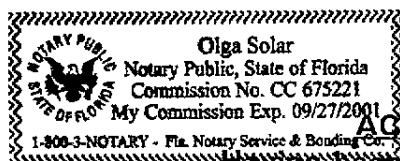
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of July, 2000.

Maryse Pierre  
Incorporator/Director

STATE OF FLORIDA     )  
                                      ) SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me by  
Maryse Pierre  
and affiant is personally known to me or has produced the following  
identification: Driver's license, this 25th day of July, 2000.

My Commission expires:



Olga Solar  
Notary Public, State of Florida  
At Large

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MP PROPERTIES, INC. at the place designated in the Articles of Incorporation, Maryse Pierre agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 Fla. Stat. (1981), relative to keeping open such office until such times he shall notify the corporation of his resignation.

Dated 7-25-00

Maryse Pierre  
MARYSE PIERRE

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