

P95000013058

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CLERK OF COURT  
TALLAHASSEE, FLORIDA

Michael Rubbock

(Requester's Name)

800 The Shingle Dr., Suite 1041

(Address)

West Palm Beach, FL 33409

(City, State, Zip)

(Phone #)

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FEB 16 1995  
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. M.V.R. Enterprise Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

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(Corporation Name)

(Document #)

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Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

78,608,615,611  
M/95-2704

D. BROWN FEB 16 1995

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 6, 1995

MICHAEL RUDDOCK  
800 THE POINTE DRIVE  
SUITE 1041  
WEST PALM BEACH, FL 33409

SUBJECT: M.V.R. ENTERPRISE INC.  
Ref. Number: W95000002704

We have received your document for M.V.R. ENTERPRISE INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6922.

Doris Brown  
Document Specialist

Letter Number: 895A00005027

2/13/95

Please see page 10. Thank you.

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ARTICLES OF INCORPORATION OF  
M.V.R. ENTERPRISE INC.

FILED  
95 FEB 16 AM 8:19  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name. The name of "M.V.R ENTERPRISE INC."
2. Duration. The period of its duration is perpetual.
3. Purpose. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. Capital Stock. The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.
5. Initial Registered Office and Agent. The name and address of the initial registered agent and principal office of this corporation is as follows: 800 The Pointe Drive, Ste. 1041, West Palm Beach, Florida 33409. MICHAEL VICTOR RUDDOCK
6. Shareholders. All powers of the corporation rest with the Shareholders. These Articles of Incorporation may be amended by the shareholders in the method provided in the 20th Article. The shareholders may also adopt Bylaws for governing the conduct of corporate affairs. Said Bylaws must be approved by a majority of the voting shares of stock at any regularly scheduled or specially called meeting of the shareholders. All Directors and officers are bound by these Articles of Incorporation and any Bylaws that may be

adopted. The Bylaws may be amended as provided therein by the shareholders. These Articles will govern in the event of any conflict between them and the Bylaws.

7. Shareholder Meetings. An annual meeting of the shareholders will be held on the first Monday in June at 10:00 a.m. at the main corporate office in Florida. Other meetings may be held from time to time as called by the Board of Directors or as otherwise provided in the Bylaws. The filing of these Articles shall constitute sufficient notice to all shareholders of the annual meeting.

8. Shareholder Quorum and Voting. Sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of those shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

9. Board of Directors. All corporate powers not specifically withheld by the shareholder shall be exercised by or under the authority of a Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporations in the manner provided by law, but shall never be less than one. The Board of Directors

shall elect one of their members a chairman and the chairman shall serve at the pleasure of the Board and shall be the Chief Executive Officer of the Corporation.

The names and addresses of the initial directors of this corporation are:

MICHAEL VICTOR RUDDOCK  
800 The Pointe Drive  
Suite 1041  
West Palm Beach, FL 33409

EDA MAY RUDDOCK  
800 The Pointe Drive  
Suite 1041  
West Palm Beach, FL 33409

10. Election of Directors. The members of the Board of Directors shall be elected by the Shareholders at its annual meeting and shall serve a term of one year or until the next annual shareholders's meeting. The Board shall be filled by the candidates receiving the highest number of votes for the positions available, with each shareholder entitled to one vote per share.

11. Cumulative Voting. In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of

directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of the corporation.

12. Non-resident Directors. Directors need not be residents of this state or shareholders.

13. Director's Authority to Fix Compensation. Directors shall have authority to fix their compensation.

14. Director Quorum and Voting. Two thirds of the directors shall constitute a quorum for a meeting of the directors of this corporation. If all of the Directors are present, a majority vote shall govern. If not all the Directors are present, but at least two-thirds are present, the affirmative of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of 100 percent (100%) of the directors present and voting, shall be the act of the Board of Directors.

15. Director Conflict of Interest. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors or of a committee thereof which

approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

16. Indemnification. The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the Bylaws of this corporation.

17. Removal of Directors. At a meeting of shareholders called expressly for that purpose, any one director, or the entire

Board of Directors may be removed, with or without cause, by a vote of a majority of the shares then entitled to vote at an election of directors. A replacement director may be elected immediately by a majority of the voting shares to fill the unexpired term of the removed director.

18. Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

19. Stock Transfer Restriction.

a. No stockholder shall dispose of any stock in the corporation except in conformity with the articles of incorporation and laws of the State of Florida.

b. A written offer to the corporation shall be made prior to any proposed passage or disposition of the stock bought under this Agreement. In the case of the death of any stockholder, his personal representative shall make a written offer to the company prior to any distribution, passage or distribution of the shares of stock, but in any event within two (2) years after the date of the shareholder. In the case of the passage or disposition of stock in any voluntary or involuntary manner whatsoever, including but not limited to passage or disposition in the manner mentioned above as well as under judicial order, legal process, execution, attachment, enforcement of a pledge, trust or encumbrance or sale under any of them, a written offer to the company within thirty (30) days after the passage or disposition, if an offer had not previously been made in connection with that passage or disposition.

c. The corporation shall thereupon have the option for thirty days after receipt by the corporation of notice as aforesaid, to purchase said shares of stock at the purchase price hereinafter provided. If the corporation has a right of repurchase or redemption, as set forth above, the price shall be as stated in the right of repurchase clause.

d. If the offer to sell the shares is not accepted by the corporation within thirty (30) days, then the remaining

shareholders may pro rata within thirty (30) days of the rejection in writing by the corporation of lapse of its time for performance, have the option to purchase all of the shares of stock owned by the transferor. If any shareholder does not elect to purchase the share shall be offered pro rata to the remaining shareholders. The notice to elect to purchase shall be in writing and shall be given to the transferor by the corporation or the shareholders and shall specify a date for the closing of the purchase which shall not be more than thirty (30) days after the date of receipt of said notice.

e. The purchase price of any shares of stock purchased pursuant to the terms of this Agreement and later offered for sale by the purchaser shall be as follows:

Option 1. The price for each share of stock shall be equal to its "book value". The term "book value" shall mean the value of the capital stock of the corporation as shall be determined by the firm of certified public accountants retained by and used by the corporation as of the date of receipt of said offer to sell or as of the date of death of a stockholder, in accordance with generally accepted methods or accounting principles, giving due regard to prior accounting methods of the corporation. However, if no such firm exists, or if the firm is unable or unwilling to undertake such determination, then the selling shareholder or his personal

representative and the purchaser shall jointly select a firm of certified public accountants who shall perform the work and render a determination as to such "book value".

Option 2. The price for each share of common stock sold under the terms of this agreement shall be equal to its "fair market value," which shall be determined by an appraisal to be made by an appraiser jointly selected by the selling shareholder or his personal representative and the surviving shareholders of the corporation, as the case may be. Each party shall select his or its own appraiser and the appraisal shall be determined and rendered by the appraisers so selected.

Option 3. The shareholders shall stipulate each year as to the purchase price to be paid for the stock as of the last day of the fiscal year of the corporation by affixing to the Bylaws of the corporation a schedule establishing the price per share to be paid for the stock of the corporation.

f. If the shareholders and the transferor are unable to agree as to the value of the shares to be sold and purchased or as to which option to select for determining the value of said shares, then the matter shall be submitted for arbitration as follows: Each shareholder shall select a certified public accountant, and the decision of accountants representing parties with a majority of the outstanding shares of stock of the corporation, with the

independent C.P.A. having a tie breaking vote, shall be final and binding upon the shareholders, their executors, administrators or personal representatives. The cost of such accounting shall be borne equally by the shareholders unable to reach agreement.


20. Amendment of Articles. The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a majority vote and must be done at any meeting of a quorum of the shareholders upon ten (10) days notice to all shareholders by U.S. mail to the last known addresses of the shareholders on the corporate stock ledger. It shall be the duty of each shareholder to notify the corporate secretary of the correct addresses for mailing purposes.


21. Incorporators. The names and addresses of the Incorporators signing these Articles of Incorporation are:

MICHAEL VICTOR RUDDOCK  
800 The Pointe Drive  
Suite 1041  
West Palm Beach, FL 33409

EDA MAY RUDDOCK  
800 The Pointe Drive  
Suite 1041  
West Palm Beach, FL 33409

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 26th day of January, 1995.

  
MICHAEL VICTOR RUDDOCK  
President  
Incorporator

  
EDA MAY RUDDOCK  
Vice-President  
Incorporator

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

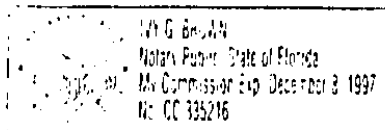
  
MICHAEL VICTOR RUDDOCK


STATE OF FLORIDA     )  
                              )  
COUNTY OF PALM BEACH)

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TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authorities, personally appeared  
MICHAEL VICTOR RUDDOCK and EDA MAY RUDDOCK to me known to be the  
persons who executed the foregoing Articles of Incorporation for  
MVP ENTERPRISE INC. and they acknowledged to and before me that  
they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
26th day of January, 1995.



  
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Notary Public  
My Commission Expires: