

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0393 FAX

CSC networks

MAIL TO:
P.O. Box 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 546883 10316A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 22, 1995

ORDER TIME : 10:20 AM

ORDER NO. : 546883

CUSTOMER NO: 10316A

CUSTOMER: Olga Molina, Legal Assistant
SIDNEY BRODIE, ESQ

Penthouse 1
7270 N.w. 12th Street
Miami, FL 33126

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-02/22/95--01036--018
****122.50 ****122.50

FILED
95 FEB 22 AM 9 46
SEC. OF STATE, FLORIDA
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MJP ENTERPRISES, INC.

XXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: RL

RECEIVED
95 FEB 22 11:15
DIVISION OF CORPORATION

*8095-1111
789, 524, 671
Note: There is a discrepancy in the principal address the office between and last page.*

2-24-95
c2/4



RECEIVED

95 FEB 23 PM 4:15

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

February 23, 1995

CORPORATION INFORMATION SERVICES INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: MJP ENTERPRISES, INC.
Ref. Number: W95000004107

*Please give the 2nd
file back*

We have received your document for MJP ENTERPRISES, 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):

THERE IS A DISCREPANCY IN THE PRINCIPAL OFFICE ADDRESS BETWEEN ARTICLE I AND THE LAST PAGE.

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) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 495A00008234

ARTICLES OF INCORPORATION

OF

MJP ENTERPRISES, INC.

ARTICLE I - NAME

The name of this corporation is

MJP ENTERPRISES, INC.
10321 SW 24TH STREET #201
Miami, Florida 33165

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation shall be any and all activities permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street of the initial registered office of this corporation is 7270 NW 12th Street, Ph-I, Miami, Florida 33126 and the name of the initial registered agent of this corporation at

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

that address is Sidney Z. Brodie.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:
Pedro Garcia 10321 SW 24th Street #201, Miami, Fl. 33165

ARTICLE IX - INCORPORATOR

The name and address of the person signing theses articles is: Sidney Z. Brodie, Esq., 7270 NW 12th Street, Ph-I, Miami, Florida 33126.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount apposite his name:

Pedro Garcia	100
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Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than (\$1,000.00) ONE THOUSAND DOLLARS.

ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV - DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVI - INITIAL DIRECTORS

The name and street address of the member of the first Board of Director is:

Pedro Garcia 10321 SW 24th Street, #201, Miami, Fl. 33165

ARTICLE XVII - REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office during his term.

ARTICLE XVIII - LIMITATION ON POWERS OF COMMITTEE

In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XIX - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meeting of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XXI - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

ARTICLE XXII - INDEMNIFICATION

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

ARTICLE XXIII -SUB-CHAPTER "S" AND 1244 STOCK

It is the intention of the undersigned incorporator to consent to the election under Internal Revenue Code, Section 1372 (a) and to be treated as a "Small Business Corporation" and the Plan to issue 1244 Stock in connection therewith shall be set forth in the By-Laws of this corporation.

ARTICLE XXIV - AMENDMENT

This corporation serves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, an any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has

executed these articles of incorporation, this 21st day of February, 1995.

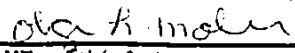


SIDNEY Z. BRODIE, ESQ.
INCORPORATOR AND SUBSCRIBER

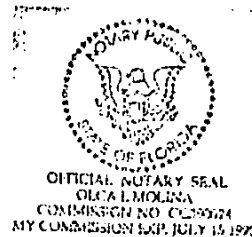
STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 21st day of February, 1995, by Sidney Z. Brodie, who has produced Florida driver's license, who executed the foregoing Article of Incorporation and who acknowledged before me that he executed those Article of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 21st day of February, 1995.



NAME: OLGA L. MOLINA
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSIONS EXPIRES:



**STATE OF FLORIDA
DEPARTMENT OF STATE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE NAMING OFFICERS UPON WHOM PROCESS
MAY BE SERVED AND NAMES AND ADDRESSES OF THE
OFFICERS AND DIRECTORS

The following is submitted, in compliance with Chapter 48.091 Florida Statutes: MJP ENTERPRISES, INC. a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 10321 SW 24th Street #201, Miami, Florida 33165, , has named Sidney Z. Brodie, Esq., located at 7270 NW 12th Street, Ph-I, Miami, Florida 33126 as its agent to accept service of process within this state.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
PEDRO GARCIA	PRESIDENT	10321 SW 24th Street #201 Miami, Fl. 33165

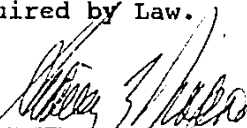
DIRECTORS

<u>NAME</u>	<u>SPECIFIC ADDRESS</u>
PEDRO GARCIA	Same as Above

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Filing Fee: \$122.50



SIDNEY Z. BRODIE, ESQ.
Incorporator