

**MICHAEL GOLDBERG, P.A.**  
CERTIFIED PUBLIC ACCOUNTANTS

VENTURE BUILDING  
16855 NORTHEAST 2ND AVENUE  
SUITE 303  
NORTH MIAMI BEACH, FLORIDA 33162

TELEPHONE (305) 651-0400  
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FILED

95 JUL -3 PM 6:50

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

P95000052954

June 30, 1995

Division of Corporation  
P O Box 6327  
Tallahassee, FL 32301

Gentlemen:

Enclosed please find the Articles of Incorporation for M. R. P. INC., along with a check for \$122.50.

If you have any questions regarding this new corporation, please feel free to contact me at the above address.

Sincerely,

Michael Goldberg, P.A.  
MICHAEL GOLDBERG, PA  
CERTIFIED PUBLIC ACCOUNTANTS

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-07/03/95--01039--015  
\*\*\*\*122.50 \*\*\*\*122.50

enclosures

16855 NE 2ND AVE  
SUITE 303  
NORTH MIAMI BEACH, FL 33162

ARTICLES OF INCORPORATION  
OF  
M. R. P. INC.

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TALLAHASSEE, FLORIDA

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The undersigned subscriber who is of legal age and competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, heroby adopts and acknowledges the following Articles of Incorporation for this Corporation:

ARTICLE I

The name of this Corporation shall be:

M. R. P. INC.

The principle address of this corporation shall be:

1541 BRICKELL AVENUE / #C-407  
MIAMI, FLORIDA 33129

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are promotion and development services to the same extent as natural persons might or could do and specifically the Corporation may engage in any activity or business permitted under the laws of the United States and/or the State of Florida.

### ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: \$1.00 par value, 500 shares authorized, issued and outstanding.

Said stock shall be payable in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, at such valuations as may be determined, from time to time, by the Board of Directors of the Corporation.

### ARTICLE IV

This Corporation shall exist perpetually, unless sooner dissolved according to law, commencing on the date of execution and acknowledgement of these Articles.

### ARTICLE V

The street address of the initial registered office of this Corporation is 1541 Brickell Avenue / #C-407, Miami, Florida 33129, and the name of the initial Registered Agent of this Corporation at that address is Roberto Pariente.

**ARTICLE VI**

The number of Directors of this Corporation shall initially be one (1). The Corporation shall be managed by the Board of Directors. The exact number of Directors may be increased or decreased, from time to time, by the Laws of the Corporation, but at no time shall there be less than one Director.

The name and street address of the initial Director of the Corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

**NAME:**

Roberto Pariente

**ADDRESS:**

1541 Brickell Avenue / #C-407  
Miami, Florida 33129

**ARTICLE VII**

The name and post office address of the Subscriber and the number of shares of stock are:

**NAME:**

Roberto Pariente

**ADDRESS:**

1541 Brickell Avenue / #C-407  
Miami, Florida 33129

**SHARES:**

500

#### ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, partnership, person, or other entity and no act of any of the directors, officers, or stockholders of this Corporation are pecuniarily or otherwise interested therein, or are directors, officers or stockholders thereof. Any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director, an officer or a stockholder such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director, officer, or stockholder of such other corporation, or not so interested.

#### ARTICLE IX

This Corporation reserves the right to name, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner now or herein prescribed by statute, and any rights conferred upon the stockholders are subject to this reservation.



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT M. R. P. INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF MIAMI, STATE OF FLORIDA HAS NAMED ROBERTO PARIENTE, FROM THE CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

[Handwritten Signature]

TITLE

Pres.

DATE

6-30-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

[Handwritten Signature]  
(RESIDENT AGENT)

DATE

6-30-95

95 JUN -3 PM 6:50  
FILED  
MAY 14 1995