

MAR-04-1996 4:24 PM

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TO: DIVISION OF CORPORATIONS ELECTRON FILED COVER

DEPARTMENT OF REVENUE FROM: FPL

STATE OF FLORIDA 12A PL 2 35

00 EAST RAINBOW STREET CONTACT: RAY STORMONT

ALLAHABAD, INDIA 38999 PHONE: (305) 541-3884

FAX: (904) 922-4000 FAX: (305) 541-3770

(((H96000003058))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FPL, CORP. CURRENT STATUS: REQUESTED

FAX AUDIT NUMBER: H96000003058 TIME REQUESTED: 16:24:43

DATE REQUESTED: 03/04/1996 CERTIFICATE OF STATUS: 0

CERTIFIED COPIES: 1 METHOD OF DELIVERY: FAX

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1096-5523

NA

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PRINTED AND SIGNED

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03/04/1996

B. REGISTER MAR 14 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortonham  
Secretary of State

March 5, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FLP, CORP.  
REF: W96000004852

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H96000003058  
Letter Number: 596A00009664

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

March 13, 1996

**EMPIRE CORPORATE KIT COMPANY**

**MIAMI, FL**

**SUBJECT: FLP, CORP.**  
**REF: W96000005523**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H96000003058  
Letter Number: 096A00011235



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Morham**  
**Secretary of State**

**March 14, 1996**

**EMPIRE CORPORATE KIT COMPANY**

**MIAMI, FL**

**SUBJECT: F. PRICE, CORP.**  
**REF: W9600005523**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

**YOU STILL HAVE THE CORPORATE NAME FLP CORP. IN THE NOTARY STATEMENT ON PAGE 3. PLEASE ADD THE CORRECT NAME OF F. PRICE, CORP.**

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) 487-6919.

**Beth Register**  
**Corporate Specialist Supervisor**

**FAX Aud. #: H9600003058**  
**Letter Number: 296A00011470**

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RECEIVED DATE  
3-13-96

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**ARTICLES OF INCORPORATION**

**OF**

**F. PRICE, CORP.**

**ARTICLE I - NAME**

The name of this Corporation is F. PRICE, CORP.

**ARTICLE II - DURATION**

This Corporation shall have a perpetual existence commencing on March 5, 1996.

**ARTICLE III - PURPOSE**

The Corporation may engage in any activity or business under the laws of the United States and of the State of Florida, but specifically in construction.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 1000 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of this Corporation is Armando A. Brana, Esquire, 3971 S.W. 8th Street, Suite #206, Miami, Florida 33134. The Office of this Corporation is 1500 San Remo Avenue, Suite #185-A, Coral Gables, Florida 33146, and is also the principal office.

ARMANDO A. BRANA, ESQ.

3971 SW 8th STREET #206

CORAL GABLES, FL 33134

(305) 264.4820

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**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have (1) Director initially. The numbers of Directors may be increased by the By-Laws or diminished from time to time, but never to be less than one (1). The names and addresses of the Initial Directors of this Corporation are:

NAME	ADDRESS
(1) Franklin L. Price (President)	1500 San Remo Avenue, S-185-A Coral Gables, Florida 33146
(2) Jorge J. Moas (Vice-President)	1500 San Remo Avenue, S-185-A Coral Gables, Florida 33146

**ARTICLE VII - BY LAWS**

The BY-LAWS of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

**ARTICLE VII - INDEMNIFICATION**

The Corporation shall indemnify any Officer or Directors, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE IX - PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X - INCORPORATION**

The names and addresses of the persons signing these Articles are Franklin L. Price and Jorge J. Moas the incorporators's address is 1500 San Remo Avenue, Suite #185-A, Coral Gables, Florida 33146, this will also be the corporation's principal address and mailing address.

**ARTICLE XI - AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, in

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accordance with the provisions of the State of Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of March, 1996.


  
FRANKLIN L. PRICE  
(PRESIDENT)

  
JORGE J. MOAS  
(VICE-PRESIDENT)

**ACCEPTANCE BY REGISTERED AGENT OF CORPORATION**

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED ON THIS 4th day of March, 1996.

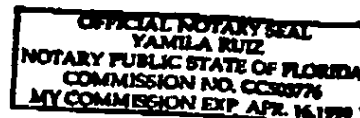
  
ARMANDO A. BRANA  
(REGISTERED AGENT)  
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SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

STATE OF FLORIDA )  
COUNTY OF DADE )

Before me, Notary Public authorized in the State and County set forth above, personally appeared FRANKLIN L. PRICE, JORGE J. MOAS and ARMANDO A. BRANA as registered agent known to me and to be the persons who as Incorporators and registered agent executed the foregoing Articles of Incorporation of F. PRICE, CORP. and they acknowledged before me that they executed there Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 4th day of March, 1996.

  
Notary Public, State of  
Florida at Large  
My Commission Expires:



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