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((H96000003572)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: M.P.C.C., CORP.

FAX AUDIT NUMBER: H96000003572

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 14, 1996

EMPIRE CORPORATE KIT
1492 W. FLAGLER ST., STE. 200
MIAMI, FL 33135

SUBJECT: M.P.C.C., CORP.
REF: W96000003587

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

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6924.

Sharon Tala
Document Specialist Supervisor

FAX Aud. #: H96000003572
Letter Number: 196A00011481

(5)

ARTICLES OF INCORPORATION

OF

M.P.C.C., CORP.

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the proposed corporation is:

M.P.C.C., CORP.

ARTICLE II

This corporation shall have perpetual existence beginning on:

Date of Incorporation.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

The street address of the initial registered and principal office of this corporation shall be:

3438 S.W. 40th St., Miami, Florida

or at such other place as may later be designed by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VI

The name of the initial registered agent of this corporation shall be:

MARITZA PALOMO

whose address shall be the address of the registered office of this corporation.

JORGE E. BLANCO, ESQ.,
1401 Ponce de Leon Blvd. Ste. 202
Coral Gables, Florida 33134
Telephone No.: (305)444-0044
Florida Bar No.: 197807

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TALLAHASSEE, FLORIDA

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than 1 and not more than 4 as shall from time to time be designated in the By-Laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

The names and street addresses of the first Board of Directors who subject to the provisions of these articles of incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified, are:

DIRECTORS

| NAMES | ADDRESS |
|----------------|---|
| MARITZA PALOMO | 4630 S.W. 99 Ave., Miami, Florida 33165 |
| CARLOS CABRERA | 4630 S.W. 99 Ave., Miami, Florida 33165 |

ARTICLE IX

The name and street address of each incorporator of this corporation is:
MARITZA PALOMO, 4630 S.W. 99 Ave., Miami, Florida 33165

ARTICLE X

The By-Laws of this Corporation may be created, amended, or changed by either the Stockholders or the Directors at any regular or duly scheduled special meeting.

ARTICLE XI

This Corporation shall have, in addition to a President, Vice-President, Secretary and Treasurer, such other additional officers as may be created from time to time, by and under the authorization of its By-Laws. A failure to elect a president, a secretary or a treasurer shall not affect the existence of the corporation.

ARTICLE XII

All officers, agents and factors shall be chosen in such manner, hold their offices, for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE XIII

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred by or imposed upon him in connection with or resulting

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from any action, suit, or proceedings, of whatever nature, to which he is or shall be made a part by reason of his being or having been a Director of the corporation, (whether or not he is a Director of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed on him as such Director. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these **ARTICLES OF INCORPORATION**, this 6th day of March, 1996.

MARITZA PALOMO, Subscriber

STATE OF FLORIDA)
COUNTY OF DADE)SS

I HEREBY CERTIFY, that on the 1st day of March, 1996, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments:

MARITZA PALOMO

to me well known and known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged that she signed and executed the same for the uses and purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, County of Dade, State of Florida, the day and year above written.

NOTARY PUBLIC, State of Florida

My Commission Expires:

JOHN L. WINTERS
County Clerk, State of Florida
MY COMMISSION Expires: Aug 2, 1980
No. CC212523

This Document was prepared by: JORGE E. BLANCO, FSO.
1401 Bence de Leon Blvd, Suite 202
Coral Gables, Florida 33134

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That M.P.C.C., CORP., desiring to organize under the laws of the State of Florida, and with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named **MARITZA PALOMO**, located at 8438 S. W. 40th Street, Miami, County of Dade, State of Florida, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: 

REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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