

4/22/96
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 TO: DIVISION OF CORPORATIONS
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 TALLAHASSEE, FL 32309
 FAX: (904) 921-3000

FLORIDA DIVISION OF CORPORATIONS
 PUBLIC ACCESS SYSTEM
 ELECTRONIC MAIL SERVER STREET
 FIVE EIGHT EIGHT CORPORATE CENTER
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 TALLAHASSEE, FL 32309
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((H96000005590))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: M.P. (U.S.A.), INC.

FAX AUDIT NUMBER: H96000005590
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 APR 22 1996
 TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 22, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: M.P. (U.S.A.), INC.
REF: W96000008577

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

In reviewing our records, we note there is a(n) M.P. U.S.A., INC., Document number V18594, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1993 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$, therefore, there is a balance of \$ due. Add an additional \$8.75 for each certificate of status requested.

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. #: H95000005590
Letter Number: 796A00018765



FLORIDA DEPARTMENT OF STATE
Sandra H. Mortham
Secretary of State

April 23, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: M.P. (FLORIDA), INC.
REF: W96000008577

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 name 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. #: E96000005590
Letter Number: 796A00018765

ARTICLES OF INCORPORATION
OF
M.P. WORKS, INC.

WE, the undersigned, jointly and severally agree with each other to associate ourselves and our successors together as a corporation for profit under the laws of the State of Florida, and do hereby subscribe, acknowledge, and file in the Office of the Secretary of State of the State of Florida, the following Articles of Incorporation, to wit:

ARTICLE I

The corporate name shall be M.P. WORKS, INC.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida at the following address, which is also the mailing address of the corporation: 888 Southeast Third Avenue, Suite # 400, Fort Lauderdale, Florida 33316.

ARTICLE III

1. The number of shares of authorized capital stock in this corporation shall be one thousand five hundred (1000) shares of common stock with a nominal or par value of \$1.00 each.
2. The capital stock may be paid for in property, labor, service, or cash, at a just valuation to be fixed by the stockholders. All of such stock shall be fully paid and non-assessable.

LARRY J. BEHAR, P.A.
888 S.E. Third Avenue
Suite # 400
Fort Lauderdale, Florida 33316
Tel.: (305) 524-8888
Fax : (305) 524-0088

FLORIDA BAR # 281743

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ARTICLE IV

The amount of capital with which this corporation will begin business shall be not less than one thousand dollars.

ARTICLE V

The term for which this corporation shall exist shall be perpetual.

ARTICLE VI

The principal office of the corporation shall be 1600 SR 17th St. #410, Ft. Lauderdale, Fl. 33316, or at such locations as the corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall from time to time render necessary and/or desirable. The stockholders may from time to time move the principal office to any other address or place in Florida.

ARTICLE VII

The name and street address, and the number of shares subscribed to by the initial subscriber and director hereto, who is to conduct the business of the corporation until those elected at the organizational meeting, is:

NAME:	ADDRESS:	NUMBER OF SHARES:
MARCO PINNA	888 S.E. Third Avenue Suite # 400 Fort Lauderdale, Florida 33316	1,000

ARTICLE VIII

The initial registered office shall be at 888 S.E. Third Avenue, Suite 400, Fort Lauderdale, Florida 33316. The initial registered agent at the same address shall be LARRY J. BEHAR, P.A.


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ARTICLE IX

- 1. When the stockholders so determine, any increase of the common stock shall be first offered prorata to the common stockholders who may desire to subscribe for such stock in relation to their then present holdings.
- 2. Any meeting of the stockholders may be held within or without the State of Florida.
- 3. Officers of the corporation need not be stockholders.

IN WITNESS WHEREOF, the subscribing stockholder has hereunto set his hand and seal, and caused these Articles of Incorporation to be executed this 19TH day of APRIL 1996.



 MARCO PINNA

REGISTERED AGENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT A PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT SAID DESIGNATION AS REGISTERED AGENT AND AGREE TO COMPLY WITH THE PROVISIONS OF LAW RELATIVE TO KEEPING SAID OFFICE OPEN.

LARRY J. BEHAR, P.A.

By: 

 Registered Agent

DISCLAIMER:

THE LAW FIRM OF LARRY J. BEHAR, P.A. WILL NOT ACT AS REGISTERED AGENT OF THE ABOVE-CAPTIONED CORPORATION BEYOND THE FIRST YEAR OF INCORPORATION.

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