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TRANSMITTAL LETTER

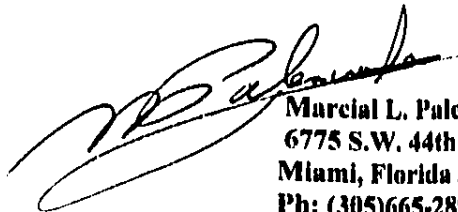
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

SUBJECT: **MPJ Enterprises, Inc.** (Proposed corporate name)

Enclosed please find original and (1) copy of the Articles of Incorporation for the above corporation, and a check in the amount of: **\$122.50**

This represent the cost of the filling fees, copy of Articles of Incorporation, and fee for Registered Agent designation for the above named corporation.



Marcial L. Palencia Jr.
6775 S.W. 44th St. #59
Miami, Florida 33155
Ph: (305)665-2892

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ARTICLES OF INCORPORATION
OF

20 MAY 1966

MPJ Enterprises, Inc.

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of the State of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

ARTICLE I

The name of the corporation Shall be:

MPJ Enterprises, Inc.

ARTICLE II

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

- A. To do and transact any all business as permitted under the laws of the State of Florida and the United States of America.
- B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.
- C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills, of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.
- D. To guarantee, purchase, hold, sell, assign, transfer mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidence of indebtedness, created by any corporation and while owner of such stock or evidence of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.
- E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

- D. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and performs contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III

The number of shares of stock this corporation is authorized to have outstanding at any time is **100** shares at **one dollar and zero cents (\$1.00)** par value.

ARTICLE IV

The amount of capital whith which this corporation shall begin business shall be:

One hundred dollars and zero cents (100.00)

ARTICLE V

The existence of this corporation shall be perpetual.

ARTICLE VI

The principal office of this corporation shall be located at:

6775 S.W. 44th St., Suite 59, Miami, Florida 33155

ARTICLE VII

The Board of Directors of this corporation shall consist of no less than one and not more than three members.

ARTICLE VIII

The names and addresses of the first Board of Directors as well as the Incorporators who shall, subject to these Articles of Incorporation, By-Laws, and the laws of the State of Florida, hold office for the first year of the incorporation's existence, or until their successors shall have been elected and qualified, is as follows:

**Marcial L. Palencia Jr.
6775 S.W. 44th St., #59
Miami, Florida 33155**

ARTICLE IX

The Registered Agent and the Registered office for this corporation is:

**Marcial L. Palencia Jr.
6775 S.W. 44th St. #59
Miami, Florida 33155**

ARTICLE X

The names and addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of : **One hundred dollars and zero cents (\$100.00)** the amount of capital with which this corporation shall begin business.

**Marcial L. Palencia Jr.
6775 S.W. 44th St. #59
Miami, Florida 33155**

ARTICLE XI

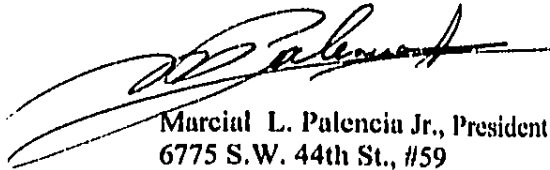
The officers of the corporation until the first meeting of the corporation's Board of Director, or until successors are elected, shall be:

**Marcial L. Palencia Jr., President & CEO
Mary A. Palencia, Vice-President, Secretary and Treasurer**

ARTICLE XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of the Articles of Incorporation. At the discretion of the initial sole stockholder or the successors of all shares of the stockholders, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in the Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of President, Secretary, Treasurer, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

Dated this 1st day of May, 1996



Marcial L. Palencia Jr., President & CEO
6775 S.W. 44th St., #59
Miami, Florida 33155

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **MPJ Enterprises, Inc.**
2. The name and address of the registered agent and office is: **Marciel L. Palencia Jr.
6775 S.W. 44th St. #59
Miami, Florida 33155**

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in these certificate, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


Registered Agent

Dated this **1st** day of **May**, 19 **96**

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