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JORGE R. ORTA

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NORTH CABLES EXECUTIVE CENTER  
1000 PONCE DE LEON BOULEVARD  
SUITE 301  
CORAL GABLES, FLORIDA 33134

MARVIN B. SEIDMAN  
OF COUNSEL

AREA CODE (305) 444-3031  
FAX (305) 444-3076

May 21, 1996

Secretary of State  
State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700001843347  
-05/23/96--01137--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

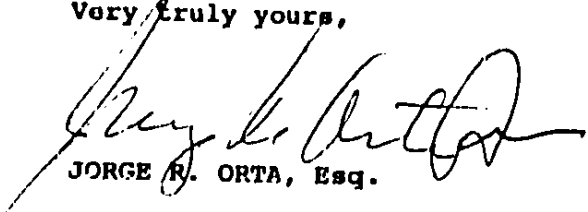
Re: **M.P. MARKETING SPECIALIST, INC.**

Dear Sirs or Madams:

Enclosed, please find original and copy of the Articles of Incorporation of the above referenced corporation for filing, along with our client's check in the total amount of \$78.75, covering the filing fee (\$70.00) and the fee for a certificate under seal (\$8.75).

Please proceed to file and return a copy of the filed Articles along with the requested certificate, to us. If there are any further requirements, please inform immediately.

Very truly yours,

  
JORGE R. ORTA, Esq.

JRO/io  
Enclosures

56 MAY 23 PM 1:18  
TALLAHASSEE, FLORIDA

GB 6/4/96

CORP. CD. EN 1:13

**ARTICLES OF INCORPORATION  
OF  
M.P. MARKETING SPECIALIST, INC.**

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**ARTICLE ONE  
(Name)**

The name of this corporation shall be:

**M.P. MARKETING SPECIALIST, INC.**

**ARTICLE TWO  
(Nature of Business)**

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

**ARTICLE THREE  
(Term of Existence)**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

**ARTICLE FOUR  
(Number of Directors)**

This corporation shall at all times have at least one Director. The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this corporation, provided that the corporation at all times have a minimum of one Director.

**ARTICLE FIVE  
(Amendment)**

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

**ARTICLE SIX  
(Capital Stock)**

This corporation shall have 100 shares of common stock, with par value of \$100.00, each. All said stock shall be payable in property, labor, services, or as otherwise be accepted by the Board of Directors and just valuation shall by them be applied thereof.

**ARTICLE SEVEN  
(Initial Office)**

The initial office address of this corporation in the State of Florida shall be: 600 Brickell Avenue, Suite 603, Miami, Florida 33131.

The Board of Directors may from time to time move the principal office to any other address within the State of Florida.

**ARTICLE EIGHT  
(Initial Directors)**

The initial directors of this corporation shall be:

Marco Punzo and Jorge R. Orta

**ARTICLE NINE  
(Subscribers)**

The name of each subscriber(s) to these Articles of Incorporation is/are:

<u>NAME</u>	<u>ADDRESS</u>
Jorge R. Orta	1000 Ponce de Leon Blvd. Suit 305 Coral Gables, Florida 33134

**ARTICLE TEN  
(Resident Agent)**

The name of the Resident Agent of this corporation for the purpose of service and for any other purpose for which a resident agent is required shall be:

<u>NAME</u>	<u>ADDRESS</u>
Jorge R. Orta	1000 Ponce de Leon Blvd. Suite 305 Coral Gables, Florida 33134

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at  
County of Dade, State of Florida, on this

  
\_\_\_\_\_  
Jorge R. Orta, Subscriber

**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:

That M.P. MARKETING SPECIALIST, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of State of Florida, has named, Jorge R. Orta, located at 1000 Ponce de Leon Blvd., Suite 305, City of Coral Gables, State of Florida, as its agent to accept service of process in Florida.

Signature: 

Title: Jorge R. Orta  
Resident Agent

Date: 5-21-1996

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: 

Jorge R. Orta

Date: 5-21-1996