

P9600007968

Chart Number Only

9-110-910

Jani E. Nalifer
 Requestor's Name
14891 W. Palmetto Pk. Rd
 Address
Boca Raton, FL 33418
 City State ZIP Phone

#5601)3915-4142

VALIDATION ONLY

96091011549104
 09/17/96--01008--016
 ****122.50 ****122.50

CORPORATION(S) NAME

MFR Investments, Inc.

FILED
 96 SEP 19 PM 1:18
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |
| | <input checked="" type="checkbox"/> Pick Up | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

September 17, 1996

EMPIRE

TALLAHASSEE, FL

SUBJECT: MF INVESTMENTS, INC.
Ref. Number: W96000019554

We have received your document for MF INVESTMENTS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 796A00043067

ARTICLES OF INCORPORATION
OF

MPR INVESTMENTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being over the age of eighteen (18) years, a citizen of the United States of America and competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be:

MPR INVESTMENTS, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this Corporation shall be:

- (1) To engage in investments.
- (2) To buy and otherwise acquire, sell, produce, manufacture and dispose of all kinds of raw or finished materials, merchandise, commodities, machinery, tools and products, including, but not limited to, any and all of the foregoing items required for the above.
- (3) To engage generally in any form of manufacturing or mercantile enterprises not contrary to law.
- (4) To acquire or rent, lease, improve and convey lands and lands under water and riparian, dock and maritime rights, to construct docks, drydocks, wharves, piers, basins, derricks, elevators, warehouses, manufactories, stores, shops, tracks and other structures thereon; and to rent, lease and convey the same; to buy, sell, store, manufacture, import and export merchandise, machinery and products; to build, own, repair and charter ships and vessels and afford them dockage; to commission, own, buy and sell such ships and vessels, and generally to carry on a land improvement, real estate, dock, shipping and merchandise business.

(5) To act as agent or representative of corporations, firms and individuals.

(6) To make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, or other entities, for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing or, either as a principal or agent, upon commission or otherwise, any articles of personal property whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom or incidental thereto, and any and all acts proper or necessary for the purposes of the business.

(7) To carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by merchants, commission men, factors, importers and manufacturers' agents, and, in the course of such business, to draw, accept, endorse, acquire and sell all or any negotiable or transferable instruments and securities.

(8) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or any other lawful objects.

(9) To guaranty, purchase, hold, sell, transfer, assign, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of indebtedness of a corporation created by any other state or government, and, while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote thereon.

(10) 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 stockholders' quorum or vote.

(11) To purchase or otherwise acquire, directly and/or through ownership of stock of any corporation, all or any part of the business, good will, rights, property and assets of all kinds, of any corporation, association, partnership or individual, and to pay for the same in cash, with the stock of this corporation, bonds, or otherwise, and to hold or in any

manner dispose of the whole or any part of the property so purchased; or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is not a prohibited exercise of its corporate power, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

Without limiting any of the objects and powers of the corporation, it is expressly declared and provided that the Corporation shall have power in carrying on its business or for the purpose of attainment of any of the objects hereinabove mentioned, to make and perform contracts of any kind and description and do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the pertinent Statutes of the State of Florida which a co-partnership or natural person could do and exercise and which are now or hereafter may be authorized by law; but it is expressly provided that nothing in this certificate contained shall confer upon the Corporation any power requiring the exercise of the right of eminent domain.

ARTICLE III

STOCK. The maximum number of shares outstanding at any one time shall be One Hundred (100) shares at par value of One (\$1.00) Dollar per share.

ARTICLE IV

CAPITAL. The corporation shall begin business with not less than the sum of One Hundred and No/100 (\$100.00) Dollars.

ARTICLE V

CORPORATE EXISTENCE. The corporation shall have perpetual existence and shall commence business upon issuance of a

Certificate by the Secretary of State.

ARTICLE VI

POST OFFICE ADDRESS. The principal office or place of business of the corporation shall be: 6699 N.W. 2nd Avenue, Suite 315, Boca Raton, Florida 33487, or such other places as may be designated by the Board of Directors.

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE. The registered office for the corporation and the registered agent for the corporation are as follows:

Jani E. Maurer, Esq.
1489 W. Palmetto Park Road
Suite 440
Boca Raton, Florida 33431

ARTICLE VIII

NUMBER OF DIRECTORS. The number of Directors shall be not less than one (1) nor more than three (3), the presence of all of whom, in person or by proxy, shall be required in order to constitute a quorum at any meeting of the Board of Directors.

ARTICLE IX

NAMES AND ADDRESSES OF DIRECTORS. The name and address of the first Board of Directors of the corporation are as follows:

Mollie Frisch
6699 N.W. 2nd Avenue
Suite 315
Boca Raton, Florida 33487

ARTICLE X

OFFICERS. The names and post office addresses of the officers of the corporation are as follows:

Mollie Frisch
6699 N.W. 2nd Avenue
Suite 315
Boca Raton, Florida 33487

President, Treasurer and
Secretary

ARTICLE XI

NAME AND POST OFFICE ADDRESS OF SUBSCRIBERS. The name and post office address of the Subscriber to these Articles of Incorporation and the number of shares of stock which she agrees to take are as follows:

NAME	ADDRESS	NUMBER SHARES
Mollie Frisch	6699 N.W. 2nd Avenue Suite 315 Boca Raton, Florida 33487	100

The proceeds of the stock subscribed to will amount to at least One Hundred and No/100 (\$100.00) Dollars.

ARTICLE XII

PREEMPTIVE RIGHTS. Every shareholder, upon the sale for cash of any net 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-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII

BY-LAWS. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XIV

INDEMNIFICATION. (a) The corporation shall indemnify any person made a party to any action by or in the right of the Corporation to procure a judgment in its favor by reason of being or having been a director or officer of the Corporation,

or any other corporation which they served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense or settlement of such action, or in connection with any appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of gross negligence or misconduct in the performance of their duty to the Corporation.

(b) The Corporation shall indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the Corporation, or of any other corporation which they served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in

good faith in the reasonable belief that such action was in the best interests of the Corporation or that they had reasonable grounds for belief that such action was unlawful.

(c) Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of stockholders or otherwise.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at _____, Massena County, New York, for the uses and purposes aforesaid on this 8 day of August, 1996.

Mollie Frisch
Mollie Frisch

STATE OF NY :
COUNTY OF Massena :

The foregoing instrument was signed and acknowledged before me on this 8 day of Aug, 1996, by Mollie Frisch, who is personally known to me or who produced Drivers License as identification, and who did/did not take an oath.

Carol Harvey
Notary Public, State of
Print name: Carol Harvey
(seal)

My Commission Expires:

CAROL HARVEY
Notary Public, State of New York
No. 8009051
Qualified in Massena County
Commission Expires March 8, 1997

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STATE OF FLORIDA
CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

The Incorporation OF MFR INVESTMENTS, INC. in accordance with chapter 607.034, Florida Statutes, hereby designates its place of business for the service of process and agent upon whom process may be served as follows:

THAT, MFR INVESTMENTS, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation located in Boca Raton, State of Florida, herein designates and names Jani E. Maurer, whose address is 1489 W. Palmetto Park Road, Suite 440, Boca Raton, Florida 33486, as its Agent to accept service of process within the State.


Mollie Frisch

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the 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.


Jani E. Maurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA