

996000098357

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Nov. 23, 1996

Subject: MP Industries, Inc.

Enclosed is an original and one copy of the Articles of Incorporation of subject corporation and a check in the amount of \$ 78.75 for the Filing Fee and certificate.

FROM: Donald R. Lyons  
1086 S. Military Trail # 105  
Deerfield Beach, FL 33442

Phone: 954-428-2362  
FAX: 954-574-9681

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TALLAHASSEE, FL 32314  
DIVISION OF CORPORATIONS

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Articles of Incorporation  
of  
MP Industries, Inc.

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of incorporation for the purpose of forming a for-profit corporation.

Article 1. The name of the corporation is :

MP Industries, Inc.

Article 2. The principal place of business and mailing address of this corporation is:

1086 S. Military Trail # 105  
Deerfield Beach, FL 33442

Article 3. The corporation is authorized to issue one class of stock, that being 1000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is:

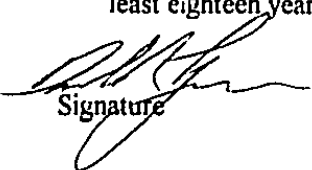
Donald R. Lyons  
1086 S. Military Trail # 105  
Deerfield Beach, FL 33442

Article 5. The name and street address of the incorporator of this corporation is:

Donald R. Lyons  
1086 S. Military Trail # 105  
Deerfield Beach, FL 33442

In witness whereof, the undersigned incorporator has executed these Article of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Article of Incorporation are true, and that the incorporator is at least eighteen years of age.

11-23-96  
Date

  
Signature

Donald R. Lyons  
Name of Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

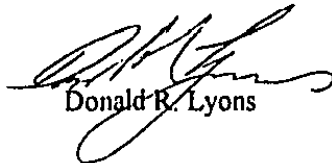
Certificate of Designation of  
Registered Agent/Registered Office

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 MP Industries, Inc.
2. The name and address of the registered agent and office is:

Donald R. Lyons  
1086 S. Military Trail # 105  
Deerfield Beach, FL 33442

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Donald R. Lyons

Nov. 23, 1996