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ENRIQUE BIG

362748840

12235 SW 129 CT

MIAMI

FL 33186

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. M. P. E. Enterprises, Inc. 400002102954--7
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

3/7/97

TB

ARTICLES OF INCORPORATION

OF

M.P.E. ENTERPRISES, INC.

FILED
97 MAR -4 PM 9:47
TALLAHASSEE, FLORIDA

ARTICLE I: CORPORATE NAME.

The name of this corporation is: M.P.E. ENTERPRISES, INC.

Its principal mailing address is:

9036 STATE ROAD 84, DAVIE, FLORIDA 33324

ARTICLE II: NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand shares (1000) of common stock having a par value of One Dollar (US \$1.00) per share. The Board of Directors may increase the capital and the number of shares as an amendment to the By-Laws.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. VOTING RIGHTS.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI. PREEMPTIVE RIGHTS.

Every shareholder, upon the sale for cash of any new stock of this corporation 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.

ARTICLES VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Enrique R. Puig
9036 State Road 84
Davie, Florida 33324

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

Accepted:


Enrique R. Puig

The board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

The persons named as the initial Directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

Enrique R. Puig 9036 State Road 84, Davie, Florida

ARTICLE X. BY-LAWS.

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI. RESTRICTIONS ON TRANSFER OF STOCK.

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount opposite her name.

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII. INITIAL CAPITAL.

The amount of capital with which this corporation shall begin business is not less than (\$1,000.00) ONE THOUSAND DOLLARS.

ARTICLE XIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIV. POWERS.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV. DIRECTORS RESIDENCY AND COMPENSATION.

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVI. REMOVAL OF DIRECTORS.

The shareholders of this corporation shall be entitled to remove any director from office during his term.

ARTICLE XVII. LIMITATION ON POWERS OF COMMITTEE.

In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XVIII. DIRECTOR QUORUM AND VOTING.

All of the directors shall constitute a quorum for a meeting of directors.

ARTICLE XX. REDUCTION IN STATED CAPITAL.

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

ARTICLE XXI. INDEMNIFICATION.

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XXII. SUB-CHAPTER "S" AND 1244 STOCK.

It is the intention of the undersigned incorporator to consent to the election under Internal Revenue Code, Section 1372 (a) and to be treated as a "Small Business Corporation" and the Plan to issue 1244 Stock in connection therewith shall be set forth in the By-Laws if this corporation.

ARTICLE XXIII. AMENDMENT.

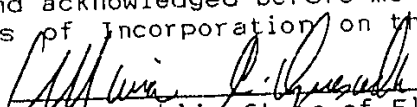
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation by made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 28th day of February, 1997.


Enrique R. Puig
INCORPORATOR

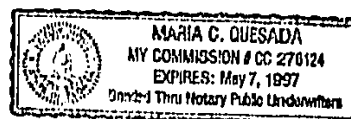
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, MARIA C. QUESADA, a Notary Public, personally appeared Enrique R. Puig, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 28th day of February, 1997 A.D.


Notary Public-State of Florida

My Commission Expires:

(SEAL)



FILE
97 MAR -4