

March 24, 1997

PA 700028/44

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

Subject: **MEMPCO CORPORATION**

Enclosed is original and one(1) copy of the articles of incorporation and check for :
USD\$ 131.25 (Filing Fee, Certified Copy & Certificate)

From: Rodolfo L. Pages
5782 S.W. 74th Terrace
South Miami, Florida 33143
(305) 661-2663

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
MEMPCO CORPORATION**

The undersigned subscriber(s) to these Articles of Incorporation, natural persons competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is: **MEMPCO CORPORATION**

**ARTICLE II
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business, permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The capital stock of this corporation shall be ONE THOUSAND (\$1,000.00) dollars represented by ONE THOUSAND (1,000) shares of ONE (\$1.00) dollar each.

This stock shall have full voting rights, preemptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable.

The stock shall be restricted as to transfer as follows:

This stock may not be transferred on the books of this corporation without first giving the right to purchase for TWENTY (20) days to the corporation at the book value of the stock, and thereafter for TEN (10) days to any stockholder of record at the same price and terms of any bonafide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is:
ONE HUNDRED (\$100.00) Dollars.

**ARTICLE V
DURATION**

This corporation is to exist perpetually.

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TALLAHASSEE FL 32301

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**ARTICLE VI
DIRECTORS**

This corporation shall have one (1) Directors initially.
The number of Directors may be increased from time to time by vote of the stock-holders as the By-Laws direct.

**ARTICLE VII
INITIAL DIRECTORS**

The names and street address of the members of the First Board of Directors of the corporation are as follows:

Rodolfo L. Pages Director
5782 S.W. 74 Terrace
South Miami, FL 33143

**ARTICLE VIII
SUBSCRIBERS**

The names and street address of the subscribers of these Articles of Incorporation are as follows:

Rodolfo L. Pages
5782 S.W. 74 Terrace
South Miami, FL 33143

**ARTICLE IX
ADDRESS**

The initial street address of the principal office of this corporation in the State of Florida is:

5782 S.W. 74 Terrace
South Miami, FL 33175

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

**ARTICLE X
BY-LAWS**

The Board of Directors shall adopt By-Laws for the corporation. The By-Laws may be amended, altered or repealed by the stockholders or directors in any manner permitted by the By-Laws.

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**ARTICLE XI
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

No contract or other transaction between the corporation and any other corporation, association, persons or firm, in the absence of fraud, shall be invalid, void or voidable because one or more Directors or Officers of the corporation is or are interested in such contract or transaction, and no Director or Officer of the corporation shall incur liability by reason or the fact that he is or may be interested in any such contract or other transaction between the corporation and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a Director or Officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of quorum.

**ARTICLE XII
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

In order to induce persons to serve as Officers and Directors of the corporation, and its subsidiaries and affiliates, if any, the corporation shall indemnify and hold harmless each person from and against any and all claims, liabilities and expenses to which any such persons may be subjected by reason of having been a Director or Officer and in accordance with the foregoing, the corporation shall reimburse or otherwise hold any such persons harmless from all expenses reasonably incurred, including legal expenses in defending claims based on alleged acts or omissions of such persons while acting as an officer or Director of the corporation, provided however, that no such person shall be indemnified against if it is determined that such person has been derelict of his duties as Director or Officer of the corporation. The foregoing rights of indemnification shall be in addition to all other similar rights to which such person may be entitled by law, the By-Laws or by resolution adopted by the Board of Directors or the stockholders.

**ARTICLE XIII
REGISTERED AGENT**

The registered agent of MEMPCO CORPORATION is: Rodolfo L. Pages


The registered office is located at :

5782 S.W. 74 Terrace
South Miami, Florida 33143

**ARTICLE XIV
AMENDMENT**

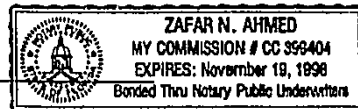
These Articles of Incorporation may be amended. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder meeting by majority of the stockholders entitled to vote thereon.

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Rodolfo L. Pages
Subscriber

) SS:

WITNESS my hand and official seal at Miami, Dade County, Florida, this 24th day of March 1997.

My Commission Expires:

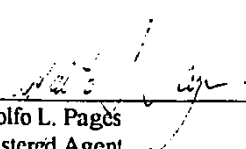
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That MEMPCO CORPORATION desiring to organize or qualify under laws of the State of Florida with its principal place of business in City of South Miami, County of Dade, State of Florida, has named Rodolfo L. Pages located at 5782 S.W. 74th Terrace, South Miami, FL 33143 as its agent to accept service of process.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.



Rodolfo L. Pages
Registered Agent

Dated: 3/24/97

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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