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MARK R. MANCERI, P.A.  
ATTORNEY AND COUNSELOR AT LAW  
2020 EAST COMMERCIAL BOULEVARD • SUITE 702  
FORT LAUDERDALE, FLORIDA 33308

MARK R. MANCERI

FLORIDA BAR BOARD CERTIFIED  
WILLS, TRUSTS AND ESTATES

May 13, 1997

TELEPHONE (054) 401-7000  
FACSIMILE (054) 771-0546

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-05/15/97--01087--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: FPR Enterprises, Inc.

Dear Sir/Madam:

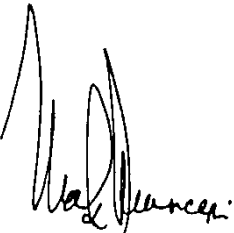
Enclosed please find fully executed Articles of Incorporation for FPR Enterprises, Inc. and Acceptance of Registered Agent.

Please file the Articles and return a certified copy to my office.

I have enclosed my check in the amount of \$122.50, along with a self-addressed, stamped envelope for return mail.

Should you have any questions, concerns or comments regarding the foregoing, please do not hesitate to contact me.

Yours truly,



Mark R. Manceri, Esq.

MRM/pb

Enclosures

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**ARTICLES OF INCORPORATION  
OF  
FPR ENTERPRISES, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act (F.S. 607) does hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be:

FPR Enterprises, Inc.

**ARTICLE II  
COMMENCEMENT-DURATION**

Corporate existence shall commence upon the filing of these Articles of Incorporation of FPR Enterprises, Inc. shall be perpetual.

**ARTICLE III  
PURPOSE**

The general purposes for which FPR Enterprises, Inc. is organized is to conduct any lawful purpose or purposes permitted under F.S. Chapter 607.

**ARTICLE IV  
AUTHORIZED SHARES**

The aggregate number of shares which FPR Enterprises, Inc. is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

**ARTICLE V  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered and principal office of FPR Enterprises, Inc. is 1841 N.E. 167th Street, North Miami Beach, Florida 33162.

The name of its initial registered agent at such address

is Marshall Jacobowitz.

**ARTICLE VI  
OFFICERS AND DIRECTORS**

The number of Directors of FPR Enterprises, Inc. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of FPR Enterprises, Inc. is one (1). The name and address of the persons who are to serve as the initial Board of Directors and as the initial Officers of FPR Enterprises, Inc. are as follows:

NAME:	Philip Rosenbaum
ADDRESS:	5255 Collins Avenue Apt. 9D Miami Beach, Florida 33140
TITLE:	Director/President
NAME:	Marshall Jacobowitz
ADDRESS:	1841 N.E. 167th Street North Miami Beach, Florida 33162
TITLE:	Secretary/Treasurer

**ARTICLE VII  
INCORPORATION**

The Incorporator of FPR Enterprises, Inc. is Philip Rosenbaum, whose address is 5255 Collins Avenue, Apt. 9D, Miami Beach, Florida 33140.

**ARTICLE VIII  
CUMULATIVE VOTING**

In all elections for Directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him for as many persons as there are Directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of Directors to be elected multiplied by the number of his shares shall equal, or distribute them on the same principle among as many candidates as he shall think fit.

**ARTICLE IX  
PREEMPTIVE RIGHTS**

Each shareholder of FPR Enterprises, Inc. shall be entitled to full preemptive rights to purchase his pro-rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of FPR Enterprises, Inc. convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, at the same price and terms at

which said shares are being offered for issue.

**ARTICLE X  
CHANGE OF CORPORATE FORM**

The affirmative vote of a majority of the issued and outstanding shares of FPR Enterprises, Inc. shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of FPR Enterprises, Inc. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of FPR Enterprises, Inc. or to voluntarily dissolve, liquidate or wind up its affairs.

**ARTICLE XI  
SHAREHOLDERS AGREEMENTS**

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of FPR Enterprises, Inc. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of FPR Enterprises, Inc.. The provisions of said agreement may include, but shall not be limited to, the following:

A. The voting of shares in FPR Enterprises, Inc. and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.

B. The limitation of the business affairs of FPR Enterprises, Inc. or its purposes and powers to specified activities or enterprises.

C. The management of the business affairs of FPR Enterprises, Inc. and the division of the profits of the Corporation.

D. Restrictions on the transfer of shares of stock in FPR Enterprises, Inc.


E. The right and power of FPR Enterprises, Inc. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.

F. Modification of the provisions of Article X or the establishment of procedures by which changes in corporate form shall be effected.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. FPR Enterprises, Inc. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof, if a party. Said

Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, the Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this 07  
day of May, 1997.

  
Philip Rosenbaum  
Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Philip Rosenbaum, who is personally known to me/who produced \_\_\_\_\_ as identification and Philip Rosenbaum acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 07 day of MAY, 1997.

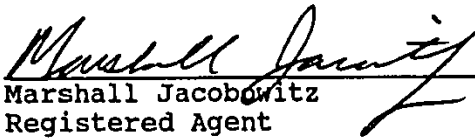
OFFICIAL NOTARY SEAL  
E WAYNE HOLBROOK  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC63366  
NOTARY COMMISSION EXPI. MAR. 26, 2001  
State of Florida at Large

My Commission Expires:



**ACCEPTANCE**

I, Marshall Jacobowitz, having been appointed Registered Agent of FPR Enterprises, Inc., do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 8 day of May, 1997.

  
Marshall Jacobowitz  
Registered Agent

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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