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ZIES BROTHERS, P.A.  
Attorneys at Law  
15 Silver Palm Avenue  
Melbourne, Florida 32901

FILED

97 JUN 20 AM 9:33

Facsimile (407) 722-9248

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 3, 1997

Secretary of State  
Division of Corporations  
409 East Gains Street  
Tallahassee, Florida 32399

RE: Articles of Incorporation of  
~~Worldwide, Inc.~~  
~~MP Services, Corp.~~

100002204931--5

-06/06/97--01122--013

\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

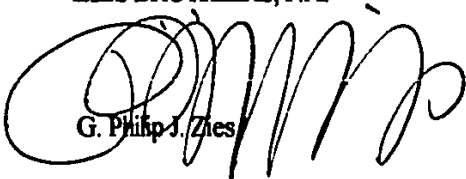
Enclosed please find an original and one (1) copy of the Articles of Incorporation for MP Services, Corp. Also enclosed, please find check #4596 in the amount of \$122.50 as the required fee to process said documents. Please file same and return a copy to my office.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

ZIES BROTHERS, P.A.

G. Philip J. Zies



W97-13432  
PH  
6/20/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 9, 1997

ZIES BROTHERS, P.A.  
15 SILVER PALM AVE  
MELBOURNE, FL 32901

SUBJECT: MP SERVICES, CORP.  
Ref. Number: W97000013432

We have received your document for MP SERVICES, CORP. 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.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 997A00030920

**ZIES BROTHERS, P.A.**

*Attorneys at Law*  
15 Silver Palm Avenue  
Melbourne, Florida 32901

Telephone (407) 722-3222

Facsimile (407) 722-9248

June 18, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314  
Attn.: Pamela Hall

RE: Articles of Incorporation of  
MP Worldwide, Inc.

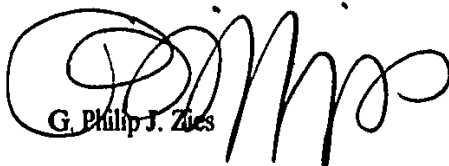
Dear Ms. Hall:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for MP Worldwide, Inc. As instructed in your Letter #997A00030920, I have substituted the new name, MP Worldwide, Inc., in all appropriate places in the document which had previously been submitted to the Department of State on or about June 3, 1997, reference #W97000013432. The required fee to process said documents has been paid to the Department of State by check #4596 in the amount of \$122.50. Please file same and return a copy to my office.

Thank you for your continued assistance and prompt attention to this matter.

Very truly yours,

ZIES BROTHERS, P.A.

  
G. Philip J. Zies

encl.

**ARTICLES OF INCORPORATION**

**OF**

**MP WORLDWIDE, INC.**

**FILED**

97 JUN 20 AM 9:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation in accordance with the laws of the State of Florida.

**ARTICLE I.- NAME**

The name of this corporation is MP WORLDWIDE, INC.

**ARTICLE II.-NATURE OF BUSINESS**

The general nature of the business to be rendered by this corporation is any lawful purpose permitted by the laws of the State of Florida.

**ARTICLE III- CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV.- INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is TWO HUNDRED (\$200.00) DOLLARS.

**ARTICLE V.-TERM OF EXISTENCE**

This corporation shall have perpetual existence, unless sooner dissolved according to law.

#### **ARTICLE VI.-ADDRESS**

The initial post office address of the principal office of this corporation is: 1880 Wadena Street NW, Palm Bay, Florida 32907.

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

#### **ARTICLE VII.- REGISTERED AGENT**

The initial registered agent of this corporation is G. Philip J. Zies, Esquire, and the initial registered office is 15 Silver Palm Avenue, Melbourne, Florida 32901.

#### **ARTICLE VIII.- DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by Stockholders and shall never be less than one (1).

#### **ARTICLE IX.- INITIAL DIRECTOR**

The name and post office address of the first Director is:

Name  
Peter M. Kahle

Address  
1880 Wadena Street NW  
Palm Bay, Florida 32907

#### **ARTICLE X.- 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 the Board of Directors to the Stockholders, and approved at a Stockholder's meeting by at least a Fifty-One (51%) Percent vote of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement

manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

#### **ARTICLE XI.- LIMITATIONS ON CORPORATE STOCK**

The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Fifty-One (51%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

#### **ARTICLE XII.- VOTING TRUSTS**

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another the authority to exercise the voting power of any or all of his shares.

#### **ARTICLE XIII.- CUMULATIVE VOTING FOR DIRECTORS**

At all elections of Directors of this corporation, each Shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

#### **ARTICLE XIV.- REMOVAL OF DIRECTORS**

Any Director of this corporation may be removed at any annual or special meeting of the Shareholders by the same vote as that required to elect a Director.

#### **ARTICLE XV.- CONTRACTS**

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm, association or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm, association or corporation, and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any person, firm, association or corporation in which he may be in any way interested.

#### **ARTICLE XVI.- ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida, and of the purposes and objects hereinabove stated, this corporation shall have, all and singular, the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, association or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no Shareholder shall have any preemptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such Shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

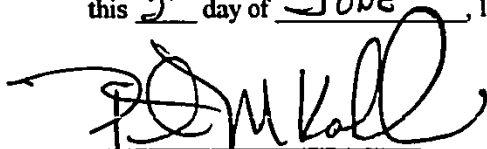
This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the By-Laws adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

- 1) a pension plan;
- 2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession;
- 3) a stock bonus plan;
- 4) a thrift savings plan;
- 5) a restricted stock option plan; or
- 6) other retirement or incentive compensation plans.

IN WITNESS WHEREOF, the incorporator hereto has executed these Articles of Incorporation,

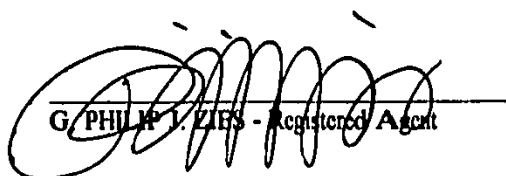
this 3<sup>rd</sup> day of JUNE, 1997.



Peter M. Kahle, Incorporator

Acceptance by Registered Agent:

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 duties and responsibilities of Registered Agent for said corporation.



G. PHILIP L. ZIES - Registered Agent

FILED  
97 JUN 20 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



STATE OF FLORIDA  
COUNTY OF BREVARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared PETER M. KAHLE, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, who being duly sworn deposes and says that the contents of the foregoing are true and correct to the best of his knowledge, and he further acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 3<sup>rd</sup> day of June, 1997 and in witness whereof I have set my hand and affixed my official seal in the County and State last aforesaid.

Maria Christine Rosato  
NOTARY PUBLIC

My commission Expires:



MARIA CHRISTINE ROSATO  
My Comm Exp. 2/19/00  
Bonded By Service Ins  
No. CC526791

(1) Personally Known

(1) Other (1) D

K400-673-59-264-0  
FI Driver's  
Lisc.

STATE OF FLORIDA  
COUNTY OF BREVARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared G. PHILIP J. ZIES, to me known to be the person described as the registered agent in and who executed the foregoing Articles of Incorporation, who being duly sworn deposes and says that the contents of the foregoing are true and correct to the best of his knowledge, and he further acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 3<sup>rd</sup> day of June, 1997 and in witness whereof I have set my hand and affixed my official seal in the County and State last aforesaid.

Maria Christine Rosato  
NOTARY PUBLIC

My commission Expires:



MARIA CHRISTINE ROSATO  
My Comm Exp. 2/19/00  
Bonded By Service Ins  
No. CC526791

(1) Personally Known (1) Other (1) D