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FLORIDA DIVISION OF CORPORATIONS
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EFFECTIVE DATE
10-28-97

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TO: DIVISION OF CORPORATIONS

10754.001 → FAX #: (850)922-4001

FROM: ADORNO & ZEDER, P.A.
CONTACT: JUSTIN T WILSON
PHONE: (305)860-7098

ACCT#: 072100000120

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NAME: FMVP ENTERPRISES, INC.
AUDIT NUMBER.....H97000018214
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TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
OF
FMVP ENTERPRISES, INC.**

EFFECTIVE DATE

10-28-97

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be FMVP ENTERPRISES, Inc. (the "Corporation").

ARTICLE II

The existence of the Corporation shall commence as of October 28, 1997 and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a Corporation organized under and existing by virtue of such laws.

ARTICLE IV

Section 1. The maximum number of shares which the Corporation shall have authority to issue shall be 100 shares of Common Stock, divided into two classes, the designation and par values of each such class being as follows:

- (A) 90 shares of Class A Common Voting Stock, having a par value of \$0.01 per share and an aggregate par value of \$0.90.
- (B) 10 shares of Class B Common Non-Voting Stock, having a par value of \$0.01 per share and an aggregate par value of \$0.10.

Justin T. Wilson
2601 S. Bayshore Dr.
Suite 1600
Miami, FL 33133
(305) 858-5555

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Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Common Non-Voting Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be:

A Z Registered Agent Corporation
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VI

This Corporation shall have two directors initially. The names and addresses of the initial directors of the Corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

M.A. Ferreiro, Jr.
6675 S.W. 69th Lane
Miami, Florida 33143

Jose Gregorio Mirabal
13410 S.W. 91 Terrace
Miami, Florida 33186

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the Incorporator of the Corporation is:

Lissette A. Mirabal
13410 S.W. 91 Terrace
Miami, FL 33186

ARTICLE VIII

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The mailing address of the Corporation shall be:

1050 N.W. LeJeune Road
Miami, Florida 33126

Executed at Miami, Florida this 27th day of October, 1997.

Lissette A. Mirabal
Incorporator

By: 
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of FMVP Enterprises, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 27th day of October, 1997.

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: Justin T. Wilson
Justin T. Wilson,
Secretary and Treasurer

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