

P99000006274

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000001646 I)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

## To:

Division of Corporations  
Fax Number : (850) 922-4001

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

M.P.S. TRANSFORMERS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 21, 1999

EMPIRE

SUBJECT: M.F.S. TRANSFORMERS, INC.  
REF: W99000001541

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refile this document until the quality has been improved.

If you have any further questions concerning your document, please call (850) 487-6919.

Beth Register  
Corporate Specialist Supervisor

FAX Aud. #: H99000001646  
Letter Number: 899A00002835

H990000001646  
(5)

ARTICLES OF INCORPORATION  
OF  
M.P.S. TRANSFORMERS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

ARTICLE I NAME

The name of the corporation shall be:  
M.P.S. TRANSFORMERS, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of FLORIDA, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be:  
12549 W OKEECHOBEE RD.  
HTALEAH GARDENS, FLORIDA 33018,  
and the name of the initial Registered Agent for the corporation at that address is GUILLERMO FERNANDEZ.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or

BENE J. CLARAVEZA, ACCT.  
13706 SW 56 ST. #104  
Miami, FL 33175 (305) 595-2020

305 541 3770 P.03/06

EMPIRE CORP

H990000001646

JAN-21-1999 13:37

FILED  
99 JAN 21 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H990000001646

of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

GUILLERMO FERNANDEZ, PRES/TREASURER  
JOSE SANCHEZ, VICE-PRESIDENT

CARL M MICHAEL, SECRETARY

#### ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

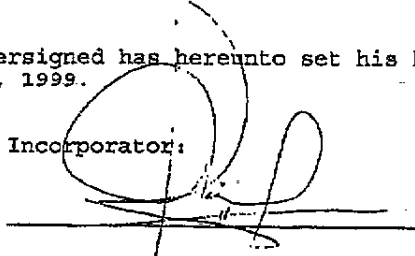
GUILLERMO FERNANDEZ  
8945 NW 148 ST.  
HIALEAH GARDENS, FLORIDA 33018

H990000001646

H99000001646

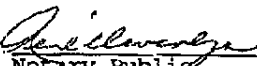
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 12 day of JANUARY, 1999.

Incorporator:



The foregoing instrument was executed and acknowledged before me at Miami, County of Miami-Dade, State of Florida, this 12th day of January, 1999 by Guillermo Fernandez ("Incorporator"), who is personally known to me ~~XXXXXXXXXXXXXXXXXXXX~~ ~~XXXXXXXXXXXXXXXXXXXX~~ and who ~~did~~ did not take an oath.

(SEAL)

  
Notary Public  
State of \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



H99000001646

305 541 3770 P.05/06

EMPIRE CORP

JAN-21-1999 13:38

H99000001646

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of FLORIDA. M.P.S. TRANSFORMERS, INC., a corporation organizing under the laws of the State of FLORIDA, with its principal office located at:

12549 W OKEECHOBBE RD.  
HIALEAH GARDENS, FLORIDA 33018

has named:

GUILLERMO FERNANDEZ

12549 W OCKEECHOBEE RD.

HIACLEAH GARDENS, FLORIDA 33018

as its Agent to accept service of process within this State.

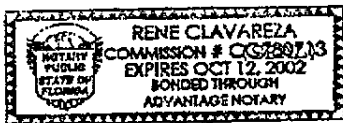
ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

BEFORE ME, the undersigned authority, this day personally appeared Guillermo Fernandez ("Registered Agent"), at Miami County of Miami-Dade, State of Florida, who is personally known to me ~~XXXXXX~~ and who ~~did not~~ take an oath and who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 12th day of January  
19 99.



Notary Public  
State of \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

49900003446

305 541 3770 P.06/06

EMPIRE CORP

JAN-21-1999 13:38

FILED  
99 JAN 21 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA