### CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222 MEA Art of Inc. File LTD Partnership File\_\_\_\_\_ Foreign Corp. File\_\_\_\_\_ L.C. File\_\_\_ Fictitious Name File\_\_\_\_ Trade/Service Mark\_\_\_\_ Merger File Art. of Amend. File RA Resignation\_ Dissolution / Withdrawal Annual Report / Reinstatement\_ Cert. Copy\_ Photo Copy\_ Certificate of Good Standing Certificate of Status\_ Certificate of Fictitious Name Corp Record Search Officer Search Fictitious Search\_ Signature Fictitious Owner Search Vehicle Search Driving Record\_ Requested by: UCC 1 or 3 File\_ UCC 11 Search\_ Name Date UCC 11 Retrieval\_

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## FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

November 7, 2000

CAPITAL CONNECTION, INC. 417 E VIRGINIA ST, STE 1 TALLAHASSEE, FL 32302

SUBJECT: M & A, INC.

Ref. Number: W00000026665

We have received your document for M & A, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith Document Specialist

Letter Number: 500A00057733

#### ARTICLES OF INCORPORATION

**OF** 

#### M & A Southeast, Inc.



The undersigned, acting as Incorporator for the purposes of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

#### ARTICLE ONE

The name of the corporation is: M & A Southeast, Inc.

#### ARTICLE TWO

The principal office of the Corporation, the mailing address for the Corporation, the street address of the Corporation's initial registered office and the address of the registered agent are:

23 Castle Hill Way Sewall's Point, FL 34996

The name of the registered agent at the above address is Marta Zotta.

#### ARTICLE THREE

The Corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value each. Initially there shall be only one class of stock. All of said stock shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value. The following shares shall be issued initially:

Marta Zotta 23 Castle Hill Way Sewall's Point, FL 34996 100 Share

#### ARTICLE FOUR

The Corporation elects to have preemptive rights, so that the Shareholders of the Corporation have the right to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue them, such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

#### ARTICLE FIVE

The life of the Corporation shall be perpetual unless otherwise amended at later date, and shall commence on the date of filing of these articles.

#### ARTICLE SIX

The Corporation may engage in any business legally permitted within the State of Florida.

#### ARTICLE SEVEN

The Corporation shall initially have one director which number may be increased or decreased from time to time by majority vote of the Shareholders, but which may never be less than one. The initial director shall be Marta Zotta.

#### ARTICLE EIGHT

The name and address of the individual who is the Incorporator and initial director is:

MARTA ZOTTA 23 Castle Hill Way Sewall's Point, FL 34996

#### ARTICLE NINE

The general Officers and the names of the individuals who shall initially serve in such offices are as follows:

President

Marta Zotta

Vice-President

Marta Zotta

Secretary

Marta Zotta

Treasurer

Marta Zotta

#### ARTICLE TEN

The Bylaws of the Corporation shall be established at the first meeting of the Board of Directors. They may be amended or rescinded by majority vote of the Board of Directors from time to time.

#### ARTICLE ELEVEN

Meetings of the Shareholders, Board of Directors and Officers may be conducted, upon proper notice, by telephone or through facsimile machine should the Officers, Directors or Shareholders be unable to attend meetings physically.

#### ARTICLE TWELVE

After incorporation, the Corporation may adopt a plan agreeable to and consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the Corporation reserves the right to make an election as a Subchapter "S" corporation agreeable to the provision of the U.S. Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this \( \frac{1}{\infty} \) day of November, 2000.

MARTA ZOTTA

#### STATE OF FLORIDA COUNTY OF MARTIN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared MARTA ZOTTA, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that he executed these Articles of Incorporation, and that they are true and correct to the best of her knowledge and belief.

SWORN TO and subscribed before me on this 16 day of November, 2000.



Notary Public

State of Florida at Large

Personally known		
Produced identification	Licens-e	

# CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **M & A Southeast, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Sewall's Point, County of Martin, State of Florida has named Marta Zotta, 23 Castle Hill Way, Sewall's Point, FL 34996, being in the County of Martin, State of Florida, as its agent to accept service of process within this State.

#### **ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

by:

MARTA ZOTTĄ

Resident Agent

Date: 11-16-00

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SECKLIARY OF STATE