

2007-07-07 Division of Corporations 85020-0381 Page 1 of 5  
**P07000018100**

Florida Department of State  
Division of Corporations  
Public Access System

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.

(((H070000351123)))



H070000351123ABCT

**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)205-0381

From: Account Name : ZIAM, INC.  
Account Number : I20060000154  
Phone : (210)344-2700  
Fax Number : (210)344-2702

2007 FEB -7 A 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**MISSION CONSULTING GROUP INTERNATIONAL, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

2-9-07  
WC

**H07000035112 3**

**FILED**  
2007 FEB - 7 A 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**MISSION CONSULTING GROUP INTERNATIONAL, INC.**

**ARTICLE I. CORPORATE NAME**

The name of this corporation is MISSION CONSULTING GROUP INTERNATIONAL, INC., and has its principal place of business at 19542 CLAY OAK, SAN ANTONIO, TEXAS 78258.

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida and this Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is TWO HUNDRED MILLION (200,000,000) shares. Of such shares, ONE HUNDRED MILLION (100,000,000) shares shall be "Blank Check" Preferred stock having a par value of \$0.001 per share; and, ONE HUNDRED MILLION (100,000,000) shares of Common stock having a par value of \$0.001 per share.

The voting powers, designations, preferences and relative participating optional and other rights, if any, and the qualifications, limitations or restrictions, if any, of the preferred stock in one or more series, shall be fixed by one or more Resolutions providing for the issuance of such stock adopted by the corporation's Board of Directors in accordance with the provisions of the Florida Business Corporation Act.

**ARTICLE IV. TERM OF EXISTENCE**

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

**H07000035112 3**

**H07000035112 3**

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

TIMOTHY W. BARKER  
801 NORTH MAGNOLIA AVENUE, SUITE 416  
ORLANDO, FLORIDA 32803

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE VI. PREEMPTIVE RIGHTS**

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or,

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

**ARTICLE VII. BOARD OF DIRECTORS**

The Board of Directors shall consist of not less than one (1) Director and not more than fifteen (15) Directors and the total number of Directors may from time to time be increased or decreased in such manner as is described in the Company's By-Laws, provided, however, that the number of Directors shall not be reduced to less than one (1). Initially, there shall be two (2) directors of the corporation. The names and addresses of the initial Directors of the corporation are:

**H07000035112 3**

**H07000035112 3**

SHANE E. HARWELL, CHAIRMAN OF THE BOARD  
19542 CLAY OAK  
SAN ANTONIO, TEXAS 78258

TIMOTHY W. BARKER, DIRECTOR  
801 NORTH MAGNOLIA AVENUE, SUITE 416  
ORLANDO, FLORIDA 32803

The persons named as the initial Directors shall hold this office until the first meeting of the shareholders, or, until otherwise replaced by a successor.

In the event that any matter, which is duly brought before the Members of the Board of Directors of the Corporation for a vote, ends in a dead-lock, or, in which the votes cast for and the votes cast against said matter are equal, the Chairman of the Board of Directors shall have a second, deciding vote. The Chairman of the Board shall have a second, deciding vote, only in the event that any matter, which is duly brought before the Members of the Board of Directors of the Corporation for a vote, ends in a dead-lock, or, in which the votes cast for and the votes cast against said matter are equal.

**ARTICLE VIII. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

SHANE E. HARWELL  
19542 CLAY OAK  
SAN ANTONIO, TEXAS 78258

**ARTICLE IX. AMENDMENT OF ARTICLES**

The Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE X. INDEMNIFICATION**

The Corporation may indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**ARTICLE XI. BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors and the Shareholders as provided by law; however, the Shareholders shall not have the power to adopt or amend the Bylaws that fixes a greater quorum or voting requirement for Shareholders than is required by law.

**H07000035112 3**

**H07000035112 3**

IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Articles of Incorporation on the 2<sup>nd</sup> of February, 2007.

  
\_\_\_\_\_  
SHANE E. HARWELL  
Incorporator

**DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Florida Business Corporation Act, the following is submitted:

That MISSION CONSULTING GROUP INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, with its principal office at 19542 CLAY OAK, SAN ANTONIO, TEXAS 78258 has named TIMOTHY W. BARKER, located at 801 NORTH MAGNOLIA AVENUE, SUITE 416, ORLANDO, FLORIDA 32803, County of Orange, 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-named Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

REGISTERED AGENT

  
\_\_\_\_\_  
TIMOTHY W. BARKER

2007 FEB - 7 A 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

**H07000035112 3**