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FLORIDA PROFIT/NON PROFIT CORPORATION

mencey group, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION**  
**OF**  
**MENCEY GROUP, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**Article 1. Name**

The name of this corporation is Mencey Group, Inc.

**Article 2. Principal Office**

The principal office and the mailing address of the corporation is: 6955 N.W. 77<sup>th</sup> Avenue, Suite 203, Miami, Florida 33166

**Article 2. Duration**

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

**Article 3. Purpose**

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

**Article 4. Capital Stock**

The corporation is authorized to issue Seven Hundred Fifty (750) shares at Fifty (\$50) Dollars par value.

Prepared By:  
Jorge Sanchez-Galarraga, Esq.  
Florida Bar No. 159423  
1313 Ponce de Leon Boulevard  
Suite 301  
Coral Gables, Florida 33134  
(305) 445-5361

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**Article 5. Initial Registered Office and Agent**

The name and address of the initial registered agent and office of this corporation is as follows: Antonio Rodriguez de Armas, 6955 N.W. 77<sup>th</sup> Avenue, Suite 203, Miami, Florida 33166.

**Article 6. Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is: Antonio Rodriguez de Armas, 6955 N.W. 77<sup>th</sup> Avenue, Suite 203, Miami, Florida 33166.

**Article 7. Initial Officers**

The initial officers of the corporation shall be: President: Antonio Rodriguez de Armas; Secretary: Pedro Blas Rodriguez Gonzalez; Treasurer: Pedro Blas Rodriguez Gonzalez.

**Article 8. Incorporator**

The name and address of the Incorporator signing these Articles of Incorporation is: Antonio Rodriguez de Armas, 6955 N.W. 77<sup>th</sup> Avenue, Suite 203, Miami, Florida 33166.

**Article 9. Amendment of Articles**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

**Article 10. Pre-emptive Rights**

Each shareholder of this corporation shall have the first right to purchase shares

(and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### **Article 11. Removal of Directors**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.


#### **Article 12. Indemnification**

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

#### **Article 13. Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

In Witness Whereof, the undersigned incorporator executed these Articles of Incorporation this 8<sup>th</sup> day of March, 2007.

  
\_\_\_\_\_  
Antonio Rodriguez de Armas

State of Florida        )  
                                  ) ss:  
County of Miami-Dade )

Before me, the undersigned authority, personally appeared Antonio Rodriguez de Armas to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same.

Sworn to and subscribed before me on this 8<sup>th</sup> day of March, 2007.



\_\_\_\_\_  
Notary Public, State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE AND DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Mencey Group, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named Antonio Rodriguez de Armas located at 6955 N.W. 77<sup>th</sup> Avenue, Suite 203, Miami, Florida 33166, as its registered agent to accept service of process within this State.

**ACKNOWLEDGMENT**

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



Antonio Rodriguez de Armas  
Registered Agent

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