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JOHN D. PETTIGREW

ATTORNEY AT LAW

JOHN D. PETTIGREW  
REGISTERED GENERAL PRACTICE  
REAL PROPERTY LAW  
WILLS, ESTATES, & ESTATE PLANNING  
PETER A. PEAK

PLEASE REPLY TO  
☐ 324 8TH AVENUE WEST  
☒ SUITE 103  
PALMETTO, FLORIDA 34221  
(813) 722-6696  
☐ 605-D MANATEE AVENUE  
HOLMES BEACH, FLORIDA 34217  
(813) 778-0120  
FAX NUMBER  
(813) 722-9611

December 27, 1994

Department of State  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 32314

700001368487  
-01/04/95--01015--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: EBS Mechanical, Inc.

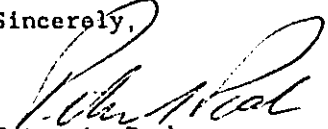
TO WHOM IT MAY CONCERN:

Enclosed please find the original Articles of Incorporation for EBS Mechanical, Inc. to be submitted for filing along with my firm check in the amount of \$122.50 to cover fees and costs.

Also enclosed is a copy of the Articles of Incorporation to be certified and returned to the above law office.

Please advise if additional information is needed.

Sincerely,

  
Peter A. Peak

PAP:jh  
Encl.

LETTER 2-11-95  
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION**

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. **NAME**: The name of this corporation is EBS MECHANICAL, INC.
2. **DURATION**: The period of its duration is perpetual.
3. **PURPOSE**: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **STOCK**: The corporation is authorized to issue SEVEN THOUSAND, FIVE HUNDRED, (7,500) shares of common stock, all of one (1) class, at ONE DOLLAR (\$1.00) par value.
5. **ADDRESS OF PRINCIPAL OFFICE**: The address of the principal office of the corporation is:

2929 9th Street West  
Bradenton, Florida 34205

6. **INITIAL REGISTERED OFFICE AND AGENT**: The name and address of the initial registered agent and office of this corporation is as follows:

Peter A. Peak  
324 8th Avenue West, Suite 103  
Palmetto, Florida 34221

7. **INITIAL BOARD OF DIRECTORS**: This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
George McMahon, Jr.	2215 16th Avenue West Bradenton, Florida 34205
Walter F. Stepanek	2217 16th Avenue West Bradenton, Florida 34205

8. INCORPORATOR: The names and addresses of the incorporators signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
George McMahon, Jr.	2215 16th Avenue West Bradenton, Florida 34205
Walter F. Stepanek	2217 16th Avenue West Bradenton, Florida 34205

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 is subject to this reservation.

10. INDEMNIFICATION: The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.041 of the Florida Statutes, as amended.

11. PREEMPTIVE 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 the shares from the treasury of this corporation, in the ratio that the numbers of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of 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 conditions of the issue of shares, and inviting him to exercise his preemptive rights. This 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.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 27th day of December, 19 94.

  
\_\_\_\_\_  
GEORGE McMAHON, JR., INCORPORATOR

  
\_\_\_\_\_  
WALTER F. STEPANEK, INCORPORATOR

**ACCEPTANCE BY REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

  
PETER A. PEAK, Registered Agent

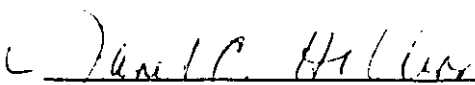
STATE OF FLORIDA  
COUNTY OF MANATEE

**BEFORE ME** personally appeared GEORGE McMAHON, JR., personally known to me or who has produced Florida Driver's License #: M255-313-52-347-0 as identification and is described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 27th day of December, 19 94.

MY COMMISSION EXPIRES:

NOTARY PUBLIC, State of Florida  
My Commission Expires Jan 10 1995

  
Signed Name of Notary Public  
JANET C. HOLLINS  
Typed Name of Notary Public  
Commission No.: CC 077934

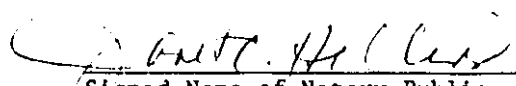
STATE OF FLORIDA  
COUNTY OF MANATEE

**BEFORE ME** personally appeared WALTER F. STEPANEK, personally known to me or who has produced ~~Florida Driver's License~~: MDL#507-22-5386 as identification and is described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 27th day of December, 19 94.

MY COMMISSION EXPIRES:

NOTARY PUBLIC, State of Florida  
My Commission Expires Jan 16 1995

  
Signed Name of Notary Public  
JANET C. HOLLINS  
Typed Name of Notary Public  
Commission No.: CC 077934

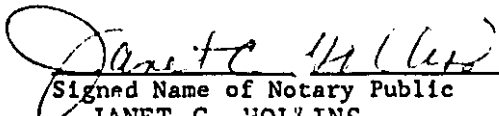
STATE OF FLORIDA  
COUNTY OF MANATEE

**BEFORE ME** personally appeared PETER A. PEAK, personally known to me or who has produced Florida Driver's License #: N/A as identification and is described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 27th day of December, 19 94.

MY COMMISSION EXPIRES:

NOTARY PUBLIC, State of Florida  
My Commission Expires Jan 16 1995

  
Signed Name of Notary Public  
JANET C. HOLLINS  
Typed Name of Notary Public  
Commission No CC 077934

**JORGE A. SANCHEZ, P.A.**

Certified Public Accountant

6361 Bird Road  
Miami, Florida 33155

Tel: (305) 668-8777  
Fax: (305) 668-0777

**89500000867**

December 26, 1994

Secretary of State  
New Filings Section  
Division of Corporations

RECEIVED  
-U.S. (305)-668-8777-014  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen,

Attached, are the Articles of Incorporation of M.E.R. MARKETING INTERNATIONAL, INC. Please accept check for \$122.50 on our behalf and assign them a document number.

Sincerely,

  
Jorge A. Sanchez, CPA

FILED

1995 JAN -3 PM 8

~~H-CHMS JAN 4 1995~~

per Sanchez CASE  
AUTHORIZATION BY PER TO  
CORRECT P.O.  
DATE 7  
TOTAL 1-5-95

R CHESSEN JAN 5 1995

ARTICLES OF INCORPORATION  
OF  
M.E.R. MARKETING INTERNATIONAL, INC.

FILED  
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ARTICLE I

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The name of this corporation shall be M.E.R. MARKETING INTERNATIONAL, INC.

ARTICLE II

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This corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE III

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This corporation is organized for the following general purpose: to transact any lawful business for which corporations may be organized under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. To do such other things as are incidental, necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

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This corporation is authorized to issue One Thousand (1000) shares of common stock, one dollar (\$1.00) par value.

ARTICLE V

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The street address of the corporation's principal office and mailing address is: 11108 SW 147 Ct.  
Miami, FL 33196

#### ARTICLE VI

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The street address of the initial <sup>principal</sup> ~~registered~~ office of this corporation is: 11108 SW 147 Ct., Miami, FL 33196. The names of the initial registered agents of this corporation are: EDILBERTO GONZALEZ, whose address is: 8000 SW 152 AVE.#111, Miami, FL 33193. I am hereby familiar with and accept the duties and responsibilities as registered agents for said corporation.

  
Registered Agent/Edilberto Gonzalez

#### ARTICLE VII

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This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation shall be: Edilberto Gonzalez, 8000 SW 152 AVE.#111., Miami, FL 33193.

#### ARTICLE VIII

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The names and address of the persons signing the Articles of Incorporation are: Edilberto Gonzalez of 8000 SW 152 AVE.#111., Miami, FL 33193.

#### ARTICLE IX

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The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

#### ARTICLE X

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This corporation shall have all corporate powers enumerated in the florida General Corporation Act.

**ARTICLE XI**

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The corporation may indemnify and hold any and all officers and directors harmless to the full extent permitted by law.

**ARTICLE XII**

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

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this \_\_\_\_\_ day of \_\_\_\_\_, 1994.

  
EDILBERTO GONZALEZ

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FILED