

0000011051

TRANSMITTAL LETTER

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00 NOV 27 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Mesonuktion, Inc.  
(Proposed corporate name - must include suffix)

800003475838--5  
-11/27/00--01098--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee  
☒ \$78.75 Filing Fee  
& Certificate of Status

☐ \$78.75 Filing Fee  
& Certified Copy  
☐ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status  
**ADDITIONAL COPY REQUIRED**

FROM: Robert Saum  
Name (Printed or typed)

1474 W. Granada Blvd., Suite 440-116  
Address

Ormond Beach, FL 32174  
City, State & Zip

904-822-7117  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

12-4  
W.C.

# ARTICLES OF INCORPORATION OF MESONUCTION, INC.

The undersigned subscriber of these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

## ARTICLE 1 – NAME

The name of the Corporation shall be MESONUCTION, INC.

## ARTICLE 2 – PRINCIPAL OFFICE

The name and address of the principal office of this corporation is 1474 W. Granada Blvd., Suite 440-116, Ormond Beach, FL 32174 and the mailing address is the same.

## ARTICLE 3- PURPOSE OF CORPORATION

The Corporation shall engage in or transact any and all lawful activities or business permitted under the laws of the United States and of the State of Florida, or any other state, county, territory or nation.

## ARTICLE 4 – CORPORATE CAPITALIZATION

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE MILLION (1,000,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

4.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

4.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

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4.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions, or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions or redemption of the stock.

#### **ARTICLE 5 – POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 6 – REGISTERED AGENT**

The name of the initial Registered Agent for the corporation shall be Robert Saum whose principal office is 1474 W. Granada Blvd., Suite 440-116, Ormond Beach, FL 32174 and the mailing address is the same.

#### **ARTICLE 7 – TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 8 – TITLE**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 9 – BYLAWS**

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the same time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 10 – EFFECTIVE DATE**

These Articles of Incorporation shall be effective January 1, 2001.

#### **ARTICLE 11 – 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 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 12 – 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:

Robert Saum

#### **ARTICLE 13 – AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto granted subject to this reservation.

**ARTICLE 14 – INCORPORATOR**

**IN WITNESS WHEREFOR**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 20<sup>th</sup> Day of November, 2000.

The name address of the incorporator is: 1474 W. Granada Blvd., Suite 440-116; Ormond Beach, FL 32174

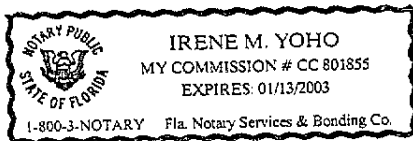
Incorporator: ROBERT SAUM

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument was executed and acknowledged before me this 20 day of November, 192000, by \_\_\_\_\_.

Irene Yoho Notary Public  
State of Florida  
My Commission Expires: \_\_\_\_\_



*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

[Signature]  
Signature/Registered Agent  
[Signature]  
Signature/Incorporator

11-20-00  
Date  
11-20-00  
Date