

P00000114724

LAW OFFICES  
JOHN J. KABBOORD, JR.  
FILED

A PROFESSIONAL ASSOCIATION

TELEPHONE (321) 799-3388

FAX (321) 799-4499

Email: john@kabboord.com

Website: http://www.kabboord.com

00 DEC 11 PM 12: 27

OF COUNSEL

F. PALMER WILLIAMS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUITE 801  
1980 N. ATLANTIC AVENUE  
COCOA BEACH, FLORIDA 32931

December 6, 2000

800003495378--8  
-12/11/00--01123--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
DIVISION OF CORPORATIONS  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Incorporation for  
M. I. TERAN AND ASSOCIATES, INC.

Dear Sir/Madam:

Enclosed is the original and one copy of Articles of Incorporation for filing, together with check in the amount of \$78.75 to cover the necessary filing fees as follows:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Designation Registered Agent	\$ 35.00
TOTAL:	\$ 78.75

Your assistance is appreciated and should you have any questions, please do not hesitate to contact this office.

Sincerely,

JOHN J. KABBOORD, JR.

JJKjr:dhb  
Enclosures  
cc w/encls: Monica I. Teran  
C:\WP7\CORPS\FORM\FilingArticlesCoverLetter

John Kabboord's  
Secretary Debbie  
AUTHORIZATION BY PHONE TO  
Article VI  
CORRECT add principal address  
DATE  
DOC. EXAM. 12/15/00

**ARTICLES OF INCORPORATION  
OF  
M. I. TERAN AND ASSOCIATES, INC.**

**FILED  
00 DEC 11 PM 12: 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLE I  
NAME**

**The name of this corporation is M. I. TERAN AND ASSOCIATES, INC..**

**ARTICLE II  
DURATION**

**This corporation shall have a perpetual existence commencing upon the filing hereof as provided by Florida Statutes, of these Articles of Incorporation by the Department of State.**

**ARTICLE III  
PURPOSE**

**The nature of the business or purposes to be conducted or promoted are: To provide consulting and marketing services and other employment enhancing solutions to corporations and management, and doing all activities incidental thereto and associated therewith, and to transact any or all lawful activities or businesses permitted under the laws of the United States and the State of Florida, or any other state, county, or nation.**

**ARTICLE IV  
CAPITAL STOCK**

**This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.**

**ARTICLE V  
VOTING RIGHTS**

**Except as otherwise provided by law, the entire voting power for the election**

of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

## **ARTICLE VI PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT**

The mailing address and the address of the initial registered/principal office of this corporation is 808 W. Central Boulevard, Cape Canaveral, Florida 32920 and the name of the initial registered agent of this corporation at that address is MONICA I. TERAN.

## **ARTICLE VIII INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial Director of this corporation is:

**NAME:**

**MONICA I. TERAN**

**ADDRESS:**

**808 W. Central Boulevard  
Cape Canaveral, Florida 32920**

**ARTICLE IX  
INCORPORATOR**

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

**NAME:**

**ADDRESS:**

**MONICA I. TERAN**

**808 W. Central Boulevard  
Cape Canaveral, Florida 32920**

**ARTICLE X  
BYLAWS**

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

**ARTICLE XI  
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XII  
COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XII  
INDEMNIFICATION**

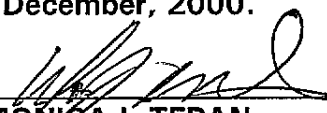
This corporation shall, to the fullest extent permitted by Florida law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Statute from and against any and all of

the expenses, liabilities, or other matters referred to in or covered by said Statute, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled to under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such officer, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### ARTICLE XIV AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of December, 2000.

  
\_\_\_\_\_  
MONICA I. TERAN

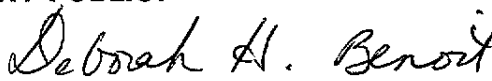
STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MONICA I. TERAN known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation, and produced Florida driver's licenses as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 6<sup>th</sup> day of December, 2000.

NOTARY PUBLIC:

My Commission Expires:

Sign: 

Print: DEBORAH H. BENOIT  
State of Florida at Large



Deborah Horton Benoit  
MY COMMISSION # CC710273 EXPIRES  
May 18, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

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

FILED  
00 DEC 11 PM 12: 27  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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

**M. I. TERAN AND ASSOCIATES, INC.** desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Cape Canaveral, County of Brevard, State of Florida, has named **MONICA I. TERAN** as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated 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 open said office.

  
\_\_\_\_\_  
**MONICA TERAN**