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TALLAHASSEE FLORIDA

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TRI-MECCA GROUP, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/ QUALIFICATION	
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Examiner's Initials

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
**TRI-MECCA GROUP, INC.**

ARTICLE I - NAME

The name of this corporation is  
**TRI-MECCA GROUP, INC.**

ARTICLE II - DURATION

The duration of this corporation shall be perpetual commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

SECTION 1. In general, to have and exercise any and all powers that corporations have and may exercise under the laws of the State of Florida and as the same may be amended, except such powers as are inconsistent with the express provisions of these Articles.

SECTION 2. To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

SECTION 3. To have a corporate seal, which may be altered at pleasure, and to use the name by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

SECTION 4. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in with real or personal property or any interest therein, wherever situated, for the purpose of developing farming interests or any other interest as allowed per it's By-Laws, Articles and Florida laws.

SECTION 5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

SECTION 6. To lend money to, and use its credit to assist, its officers and employees in accordance with Section 604.141, Florida General Corporation Act.

SECTION 7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

SECTION 8. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue it's notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

SECTION 9. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

SECTION 10. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act within or without this State.

SECTION 11. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

SECTION 12. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.

SECTION 13. To make donations for the public welfare or for charitable, scientific, or educational purpose.

SECTION 14. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

SECTION 15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

SECTION 16. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

SECTION 17. To have and exercise all powers necessary or convenient to affect its purpose.

SECTION 18. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

#### ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock, with a one dollar (\$1.00) par value.

#### ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at the address is:

**CARLOS M. BARRIOS**  
**10300 SUNSET DRIVE #284**  
**MIAMI, FL 33173**

The principal office shall be at **10300 SUNSET DRIVE #284 MIAMI, FL 33173**

#### ARTICLE VI – INITIAL BOARD OF DIRECTORS

This corporation shall initially have two (2) directors. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
<b>Carlos M. Barrios - President</b>	<b>10300 Sunset Drive #284</b> <b>Miami, FL 33173</b>
<b>Marta Barrios - Vice-President</b>	<b>10300 Sunset Drive #284</b> <b>Miami, FL 33173</b>

ARTICLE VII – INCORPORATORS

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

NAME  
Carlos M. Barrios

ADDRESS  
10300 Sunset Drive #284  
Miami, FL 33173

ARTICLE VIII – MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE IX – INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer of director, to the full extent permitted by law.

ARTICLE X – SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of not less than 33% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI – MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XII – AMENDMENTS

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.

ARTICLE XIII – EFFECTIVE DATE

This corporation will have an effective date of July 4, 2001

I, Carlos M. Barrios, HEREBY declare that I accept the duties and responsibilities as Registered Agent and that I am familiar with the duties and responsibilities as Registered Agent.

DATE: July 1, 2001

  
Carlos M. Barrios

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on this 4 day of July, 2001

 (SEAL)  
Carlos M. Barrios