

TRANSMITTAL LETTER

P01000091135

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

000004568290--3
-09/04/01--01104--016
*****78.75 *****78.75

SUBJECT:

MCS Services, Inc

(Proposed corporate name - must include suffix)

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:

Fabio Arcila

Name (Printed or typed)

7210 NW 4 Aven.

Address

Boca Raton, FL 33487

City, State & Zip

cel. (954) 553-5953 W. (954) 771-7711

Daytime Telephone number

H. (561) 241-6232

*789, 955, 1254, 2550
201-80886*

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

D. BROWN SEP 1 8 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 7, 2001

FABIO ARCILA
7210 N.W. 4TH AVENUE
BOCA RATON, FL 33487

SUBJECT: MCS ENTERPRISES, INC.
Ref. Number: W01000020886

We have received your document for MCS ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 401A00050588

ARTICLES OF INCORPORATION
OF
MCS SERVICES, INC.

FILED
01 SEP 17 AM 9:10
CLERK, DEPT. OF STATE
TALLAH. COLE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

MCS SERVICES, INC.

ARTICLE II

The general nature of the business and the object and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to do the same extent as natural persons might or could do, viz:

To engage in and carry on any business activities permitted under the laws of the United States and the State of Florida.

To purchase, lease or otherwise acquire and hold lands buildings and tenements for the offices and premises of the corporation, and to lease, mortgage and convey such real estate in such manner as may appear for the best interests of the corporation.

Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

Adopt and use a common corporate seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

Adopt, change, amend and repeal by-law, not inconsistent with law or its certificate of incorporation, for the exercise of its corporate power, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its stockholders.

Make and enter into all contracts necessary and proper for the conduct of its business.

Conduct business, have one or more offices and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries. Purchase the corporate assets of any other corporation and engage in the same character of business. Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock. Purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its own assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or

vote.

Do all and everything necessary and proper for the accomplishment of the objections enumerated in this certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation or any amendments thereof.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and executed such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it as occasion may require and the board of directors deem expedient.

Make gifts for educational, scientific or charitable purposes.

ARTICLE III

The maximum number of shares of stock of this corporation authorized to be outstanding at any one time shall be one hundred (100) of common stock of par value of One (\$1.00) Dollar each.

ARTICLE IV

This corporation shall begin business with a capital of not less than One Hundred (\$100.00) Dollars.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of this corporation shall be located in the City of Fort Lauderdale, County of Broward, State of Florida, with a Post Office address at 5601 N. Powerline Road, Fort Lauderdale, Florida 33309, or at such other places within or without the State of Florida, as the board of directors shall by appropriate action hereafter from time to time determine.

ARTICLE VII

(a) The business of this corporation shall be conducted by a board of directors, and such board of one (1) member. A majority of the first board of directors named below shall have the power to approve and to adopt the bylaws of this corporation until their successors are appointed or elected.

(b) The qualifications, time and place and term of office of each director shall be as provided for in the bylaws of the corporation.

(c) The officers of this corporation may consist of a president, vice-president, secretary and treasurer, and such other officers and agents as may be provided for by the bylaws of this corporation, who shall be chosen, serve for such term and have such duties as may be prescribed by such bylaws.

(d) A director may be removed with or without cause at any annual or special meeting of the stockholders only upon affirmative vote of stockholders of fifty-one (51%) percent of the stock

ARTICLE VIII

The names and addresses of the members of the first Board of Directors who shall hold office for the first year are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Fabio Arcila	7210 N.W. 4th. Ave. Boca Raton, FL 33487
Amy Arcila	7210 N.W. 4th Ave Boca Raton, FL 33487

ARTICLE IX

The name and address of the subscriber of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Fabio Arcila	7210 N.W. 4th. Ave. Boca Raton, FL 33487

ARTICLE X

In the event that the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members or employees, or with any other corporation or association of which one or more of its directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation; PROVIDED, HOWEVER, that in any such cases, the fact of such interest shall be disclosed to the other directors or transaction. No director shall be liable for any such contract or transaction.

shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon. PROVIDED, ALSO, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

ARTICLE XI

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses to include attorneys' fees and the costs of reasonable settlements made with a view of curtailment of cost of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

ARTICLE XII

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to him to be correct by an officer

having charge of its books of account to a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders, and approved by a stockholders' meeting by fifty-one (51%) percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

ARTICLE XIV

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing or writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it has been authorized at a meeting of the board of directors.

ARTICLE XV

In pursuance of the Florida General Corporation Act, Chapter 607.034, the following is submitted in compliance with said Act:


The street address of the initial registered office of the corporation is 5601 N. Powerline fort lauderdale, Florida 33309, and the person at that address authorized to accept service is Fabio Arcila.


IN WITNESS WHEREOF, the subscriber thereto has hereunto set his seal this the 29th day of August, 2001.


Fabio Arcila

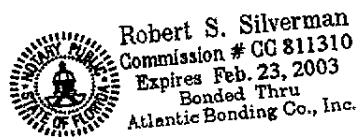
STATE OF FLORIDA :
COUNTY OF BROWARD :

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Fabio Arcila, to me well known to be the person described in, and who executed the foregoing Articles of Incorporation.

 WITNESS my hand and official seal in the State and County aforesaid this 28th day, of august, 2001.


Notary Public, State of Florida

My commission expires:



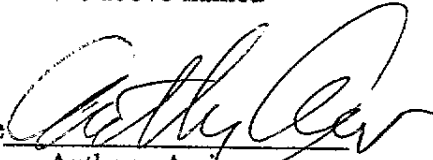
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

01 SEP 17 AM 9:10
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
STATE OF FLORIDA

In compliance with section 48.091, Florida statutes, the following is
submitted:

First, that MCS *Services*, Inc., desiring to organize or qualify under the
laws of the State of Florida, has named Anthony Arciero, located at 20984 Shady Vista Ln
Boca Raton, FL 33428, as agent to accept service of process for the above-named
corporation.

Signature



Anthony Arciero

Date

8/29/01

Having been named to accept service of process for the above-stated
corporation at the place designated in this certificate, I hereby agree to act in this capacity
and I further agree to comply with the provisions of all statutes relative to the proper and
complete performance of my duties.

Signature


Anthony Arciero

Date

8/29/01