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Corporation(s) Name

Milan Consulting Inc

☒ Profit - Ants.

☐ Nonprofit

☐ Foreign

☐ LLC

☐ Limited Partnership

☐ Reinstatement

☒ Certified Copy

☐ Amendment

☐ Dissolution

☐ Annual Report

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To:

Melanie Strickland

Thank You!

**ARTICLES OF INCORPORATION**

**OF**

**MILAN CONSULTING, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the Laws of the State of Florida, does hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation shall be Milan Consulting, Inc. The principal place of business and mailing address shall be: 1000 N.E. 36<sup>th</sup> Street Pompano, Florida 33064.

**ARTICLE II - DURATION**

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Secretary of State.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to provide business consulting services to a variety of businesses and provide other services as permitted under the law and other related laws of the State of Florida or other states and do any other activities in the State of Florida, the United States and other parts of the world. The purpose of the corporation also includes any franchising, licensing, manufacturing, merchandising, ownership or operations necessary to lawfully conduct this business and any other lawful business in the State of Florida, the United States and other parts of the world.

**ARTICLE IV - CAPITAL STOCK**

**Section 4.1: Authorized Capital**

This Corporation is authorized to issue Ten Million (10,000,000) shares of no par value common stock which shall be designated "Common Stock". This Corporation is not authorized to issue preferred shares.

**Section 4.2: Restrictions on Transfer of Stock**

The Shareholders may, by By-Law provision or by shareholder's agreement recorded in the Minute Book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

#### Section 4.3: Approval of Shareholders Required for Merger

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

### **ARTICLE V - PREFERENCES, LIMITATIONS, AND RELATIVE RIGHTS OF SHARE OF COMMON STOCK**

#### Section 5.1: Dividends

The holders of record of the Common Stock of this Corporation shall be entitled to dividends at such time as the Corporation is authorized to pay dividends.

#### Section 5.2: Rights Upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the holders of record of the outstanding Common Stock shall be paid from the remaining assets of this Corporation ratably.

#### Section 5.3: 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 Stock.

### **ARTICLE VI - DESIGNATION OF SERIES**

There shall exist no series in the issuance of the Common Stock authorized herein.

### **ARTICLE VII - 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 first right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### **ARTICLE VIII- INITIAL REGISTERED AGENT AND ADDRESS**

The street address of the initial registered office of this corporation is 1000 N.E. 36<sup>th</sup> Street, Pompano, Florida 33064, and the name of the initial registered agent of this Corporation at that address is Franco Montecchi.

### **ARTICLE IX - INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time as provided by the By-Laws but shall never be less than one (1). The name and address of the initial director of the Corporation is:

Franco Montecchi

1000 N.E. 36<sup>th</sup> Street  
Pompano, Florida 33064

### **ARTICLE X - INCORPORATION**

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

Franco Montecchi

1000 N.E. 36<sup>th</sup> Street  
Pompano, Florida 33064

### **ARTICLE XI - BY-LAWS**

The initial By-Laws of this Corporation shall be adopted by the Directors. By-Laws shall be adopted, altered, amended or repealed from time to time by either the Shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any By-Law adopted by the Shareholders if the Shareholders specifically provide that such By-Law is not subject to amendment or repeal by the Directors.

### **ARTICLE XII - 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 or those designated by them.

### **ARTICLE XIII - COMPENSATION**

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

### **ARTICLE XIV - INDEMNIFICATION**

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**ARTICLE XV - 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.

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The Undersigned hereby accepts the appointment as Registered Agent for Milan Consulting, Inc. as set forth in the foregoing Articles of Incorporation.

  
Franco Montecchi

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation for Milan Consulting, Inc. this 4<sup>th</sup> day of September, 2001.

  
Franco Montecchi

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