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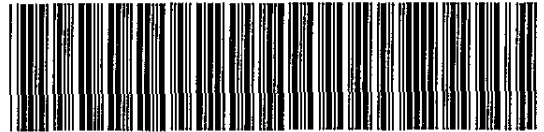
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04 JAN -9 PM 1:28

SECRET  
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 18, 2003

ENIO VISALDEN  
4470 NW 92 TER  
SUNRISE, FL 33351

SUBJECT: JEM HOLDINGS, INC.  
Ref. Number: W03000034477

We have received your document for JEM HOLDINGS, INC. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.**

Delete driver license number from the document. NOTARIZATION IS NOT REQUIRED.

An effective date may be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6933.

Dale White  
Document Specialist  
New Filings Section

Letter Number: 503A00062630

RECEIVED  
04 JAN -9 PM 12:44  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MBM Holdings, Inc.**

FILED  
04 JAN -9 PH 1:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION  
UNDER THE FLORIDA BUSINNES CORPORATION ACT, HEREBY ADOPT THE FOLLOWING  
ARTICLES OF INCORPORATION:**

**ARTICLE I : NAME**

**THE NAME OF THE CORPORATION IS:**

**MBM Holdings, Inc.**

**ARTICLE II : PRINCIPAL OFFICE**

**THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION  
SHALL BE:**

**4470 N.W. 92<sup>nd</sup> Terrace Sunrise, Fl 33351**

**ARTICLE III : PURPOSE**

**THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER  
THE LAWS OF THE UNITED STATES OF AMERICA AND FLORIDA.**

**ARTICLE IV :SHARES**

**THE MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO HAVE  
OUTSTANDING AT ANY TIME IS 200 SHARES OF COMMON STOCK HAVING A PAR VALUE  
OF .01 PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED  
BY THE BOARD OF DIRECTORS AND MAY BE IN WHOLE OR PART IN CASH OR OTHER  
PROPERTY, TANGIBLE OR INTANGIBLE, OR IN LABOR OR SERVICES ACTUALLY  
PERFORMED FOR THE CORPORATION, WITH A VALUE, IN THE JUDGEMENT OF THE  
DIRECTORS, EQUIVALENT TO OR GREATER THAN THE FULL PAR VALUE OF THE SHARES.**

**ARTICLE V : INITIAL REGISTERED AGENT AND STREET ADDRESS**

**THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:**

**Enio Visalden  
4470 N.W. 92<sup>nd</sup> Terrace Sunrise, FL 33351**

**ARTICLE VI : INCORPORATOR (S)**

**THE INCORPORATOR OF THE CORPORATION ASSIGNS TO THIS CORPORATION THE INCORPORATOR'S RIGHTS UNDER THE SECTION 607.161 FLORIDA STATUTES, TO CONSTITUTE A CORPORATION, AND THE INCORPORATOR ASSIGNS TO THOSE PERSONS DESIGNATED BY THE BOARD OF DIRECTORS AND ANY RIGHTS THE INCORPORATOR MAY HAVE TO ACQUIRE ANY OF THE CAPITAL STOCK OF THIS INCORPORATION, THIS ASSIGNMENT BECOMING EFFECTIVE ON THE DATE CORPORATE EXISTENCE BEGINS. THE NAME(S) AND ADDRESS(ES) OF EACH INCORPORATOR(S) OF EACH INCORPORATOR IS(ARE) :**

**Enio Visalden  
4470 N.W. 92<sup>nd</sup> Terrace Sunrise, FL 33351**

**ARTICLE VII**

**THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISION IN THESE ARTICLES OF INCORPORATION IN THE MANNER PRESCRIBED BY LAW, AND ALL RIGHTS CONFERRED ON THE SHAREHOLDERS ARE SUBJECT TO THIS RESERVATION. THESE ARTICLES MAY BE AMENDED PRIOR TO THE ISSUANCE OF SHARES OF THE CORPORATION BY THE UNANIMOUS APPROVAL OF THE BOARD OF DIRECTORS. THEREAFTER, EVERY AMENDMENT SHALL BE APPROVED AT THE SHAREHOLDER'S MEETING BY THE UNANIMOUS VOTE OF THE SHARES ENTITLED TO VOTE ON THE MATTER OR IN SUCH OTHER MANNER AS MAY BE PROVIDED BY LAW.**

**ARTICLE VIII : INITIAL BOARD OF DIRECTORS.**

**THE CORPORATION SHALL HAVE (1) ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME, AS PROVIDED IN THE LAWS, BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND STREET ADDRESS OF THE DIRECTOR (S) ARE:**

**Enio Visalden (President)  
4470 N.W. 92<sup>nd</sup> Terrace Sunrise, FL 33351**

**Jenny Cruz (Vice President)  
4470 N.W. 92<sup>nd</sup> Terrace Sunrise, FL 33351**

### **ARTICLE IX : DIRECTORS**

- 1) THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BE CONDUCTED AND MANAGED BY IT'S BOARD OF DIRECTORS, AND SUCH BOARD OF DIRECTORS SHALL CONSIST FROM ONE MEMBER AND NOT MORE THAN ELEVEN MEMBERS. A MAJORITY OF THE FIRST BOARD OF DIRECTORS NAME BELOW SHALL HAVE THE POWER TO APPROVE AND ADOPT THE BYLAWS OF THIS CORPORATION UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED.**
- 2) THE QUALIFICATIONS, TIME AND PLACE OF ELECTION AND TERM OF OFFICE OF EACH DIRECTOR SHALL BE PROVIDED FOR IN THE BYLAWS OF THE CORPORATION.**
- 3) THE OFFICERS OF THIS CORPORATION MAY CONSIST OF A PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER, AND SUCH OTHER OFFICERS AND AGENT 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.**

### **ARTICLE X : INDEMNIFICATION OF DIRECTORS**

- 1) THE CORPORATION SHALL INDEMNIFY ANY DIRECTORS MADE A PARTY TO ANY ACTION, SUIT OR PROCEEDING BY OR IN THE RIGHT OF THE CORPORATION TO PROCURE ANY JUDGEMENT IN IT'S FAVOR BY REASON OF THIS BEING OR HAVING A DIRECTOR OR IT'S FAVOR BY REASON OF THIS BEING OR HAVING A DIRECTOR OR ANY OFFICER OF THE CORPORATION, OR DIRECTOR OF ANY OTHER CORPORATION WHICH THE DIRECTOR, SERVED AS SUCH AT THE REQUEST OF THE CORPORATION, AGAINST THE REASONABLE EXPENSE, INCLUDING BUT THE BUT NOT LIMITED TO ATTORNEY'S FEES, ACTUALLY AND NECESSARILY INCURRED BY THE DIRECTOR IN THE CONNECTION WITH AN APPEAL THEREIN, EXCEPT IN RELATION TO MATTERS AS TO WHICH SUCH DIRECTOR MAY BE ADJUDGED TO HAVE BEEN GUILTY OF NEGLIGENCE OF MISCONDUCT, IN THE PERFORMANCE OF THE DIRECTORS DUTY TO THE CORPORATION.**
- 2) THE CORPORATION SHALL BE INDEMNIFY ANY DIRECTOR MADE A PARTY TO ANY ACTION, SUIT OR PROCEEDING BY OR IN THE RIGHT OF THE CORPORATION TO PROCURE A JUDGEMENT IN IT'S FAVOR, WHETHER CIVIL OR CRIMINAL, BROUGHT TO IMPOSE A LIABILITY OR PENALTY IN SUCH DIRECTOR IN THE DIRECTO'S CAPACITY AS DIRECTOR OR AN OFFICER OF THE CORPORATION, OR OFFICER OF ANY OTHER CORPORATION WHICH THE DIRECTOR OR OFFICER SERVES AS SUCH AT THE REQUEST OF THE CORPORATION, AGAINST JUDGEMENTS, FINES, AMOUNTS PAID IN SETTLEMENT AND**

**REASONABLE EXPENSES, INCLUDING BUT NOT LIMITED TO ATTORNEY'S FEES ACTUALLY AND NECESSARILY INCURRED AS A RESULT OF SUCH ACTION, SUIT OR PROCEEDING, OR ANY APPEAL THEREIN, IF SUCH DIRECTOR ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT SUCH ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION, AND IN CRIMINAL ACTIONS OR PROCEEDINGS, WITHOUT REASONABLE GROUND FOR BELIEF THAT SUCH ACTION WAS UNLAWFUL. THE TERMINATION OF ANY SUCH CIVIL OR CRIMINAL ACTION, SUIT OR PROCEEDING BY JUDGEMENT, SETTLEMENT, CONVICTION, OR UPON A PLEA OF NOLO CONTENDERE SHALL NOT ITSELF CREATE A PRESUMPTION THAT ANY DIRECTOR DID NOT ACT IN GOOD FAITH IN THE REASONABLE BELIEF THAT SUCH ACTION WAS IN THE BEST INTEREST OF THE CORPORATION OR THAT THE DIRECTOR HAD REASONABLE GROUND FOR BELIEF THAT SUCH ACTION WAS LAWFUL.**

#### **ARTICLE XI : LIABILITY**

**NO DIRECTOR SHALL BE HELD LIABLE OR RESPONSIBLE FOR ANY ACTION TAKEN BY THE BOARD OF DIRECTORS UNDER THE PROVISIONS OR IN THE MANNER AUTHORIZED BY THESE ARTICLES OF INCORPORATION OR THE BYLAWS OF THE CORPORATION, NOR FOR THE ACTION TAKEN BY THE BOARD OF DIRECTORS IN RELIANCE ON REASONABLE GROUNDS OR PROBABLE CAUSE FOR BELIEVING THAT THE BOARD OF DIRECTORS IS ACTING UNDER THE PROVISIONS OR IN THE MANNER AUTHORIZED BY THE ARTICLES OF INCORPORATION BYLAWS, THE DEFENSE IS ANY LEGAL, EQUITABLE OR OTHER ACTION, SUIT OR PROCEEDING BROUGHT AGAINST A DIRECTOR, EITHER INDIVIDUALLY OR AS DIRECTOR, BECAUSE OR AS A RESULT OF ANY ACTION TAKEN BY THE BOARD OF DIRECTORS, SHALL BE CONDUCTED BY COUNSEL FOR THE CORPORATION, UNLESS THE ACTION, SUIT OR PROCEEDING IS BROUGHT BY OR IN BEHALF OF THE CORPORATION. ALL ACTION, SUIT OR PROCEEDINGS NOT BROUGHT BY OR IN BEHALF OF THE CORPORATION, INCLUDING BUT NOT LIMITED TO EXPENSES INCURRED IN THE COURSE OF ATTENDING TRIALS, CONFERENCES, DEPOSITIONS, HEARINGS AND MEETINGS SHALL BE PAID BY THE CORPORATION, AND IN THE EVENT OF A JUDGEMENT OR DECREE BEING RENDERED AGAINST THE DIRECTOR, THE INCORPORATOR SHALL INDEMNIFY AND SAVE THE DIRECTOR HARMLESS.**

#### **ARTICLE XII : REIMBURSEMENT OF DIRECTORS**

**IF A LEGAL, EQUITABLE OR OTHER ACTION, SUIT OR PROCEEDING BROUGHT BY OR IN BEHALF OF THE CORPORATION AGAINST A DIRECTOR, EITHER INDIVIDUALLY OR AS DIRECTOR SHALL RESULT IN A JUDGMENT, DECREE OR DECISION IN FAVOR OF THE DIRECTOR, THE DIRECTOR FOR ALL COSTS AND EXPENSES OF THE DIRECTOR IN CONNECTION WITH SUCH ACTION, SUIT OR PROCEEDINGS, INCLUDING BUT NOT LIMITED TO REASONABLE ATTORNEY'S FEES, COURT COSTS AND EXPENSES INCURRED IN THE COUSE OF ATTENDING TRIALS, CONFERENCES, DEPOSITIONS, HEARINGS AND MEETINGS.**

**ARTICLE XIII : BYLAWS**

**THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BYLAWS BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS, EXCEPT THAT THE BOARD OF DIRECTORS MAY NOT AMEND OR REPEAL ANY BYLAW ADOPTED BY THE SHAREHOLDERS SPECIFICALLY PROVIDED THAT THE BYLAW IS NOT SUBJECTED TO AMENDMENT OR REPEAL BY THE DIRECTORS.**

**THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 5<sup>th</sup> day of January 2004**



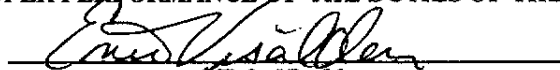
**Enio Visalden (President)**



**Jenny Cruz (Vice President)**

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT.**

**HAVING BEEN NAMED AS REGISTERED AGENT FOR THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACCEPT SERVICE OF PROCESS FOR SAID CORPORATION AND TO COMPLY WITH ANY AND ALL STATUTES RELATIVE TO THE COMPLETE AND PROPER PERFORMANCE OF THE DUTIES OF THE REGISTERED AGENT.**



**Enio Visalden  
January 5<sup>th</sup>, 2004**

**FILED**

**04 JAN -9 PM 1:29**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**