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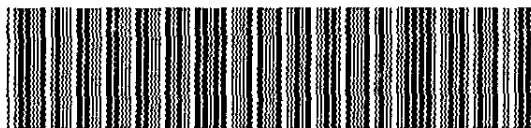
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08/23/04--01017--012 **78.75

FILED

2004 AUG 24 P 4 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES OF
BARRY RIGBY, P.A.

538 EAST WASHINGTON STREET
ORLANDO, FLORIDA 32801

TELEPHONE: (407) 999-2830
FACSIMILE: (407) 999-2631
HTTP://WWW.BARRYRIGBY.COM
E-MAIL: BARRYRIGBY@YAHOO.COM

August 19, 2004

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

Re: MMI Operating, Inc.
Initial Filing

Dear Sir or Madam:

Enclosed please find original Articles of Incorporation and a Designation of Registered Agent for the above-referenced corporation. I have also enclosed my firm check in the amount of \$78.75.

Please file the enclosed documents and provide me with a certified copy. Thank you for your assistance in this respect.

Sincerely,


Barry Rigby

BWR/jnj

enclosures

ARTICLES OF INCORPORATION

OF

MMI OPERATING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

The name of this corporation [hereinafter referred to as the corporation] is MMI OPERATING, INC.

ARTICLE II -- PRINCIPAL OFFICE

The principal place of business of the corporation shall be 1600 Pine Bluff Avenue, Orlando, Florida 32806. The mailing address of the corporation shall be c/o Barry Rigby, Esq., Registered Agent, 538 East Washington Street, Orlando, Florida 32801.

ARTICLE III -- DURATION

This corporation shall have perpetual existence commencing on the date of filing these Articles.

ARTICLE IV -- PURPOSE

This corporation is organized for the purpose of providing for-profit maintenance, repair, cleaning and landscaping services for real property, and to do everything necessary, proper, advisable, and convenient for the accomplishment of said purpose, and to do all other things incidental to the accomplishment of such purpose, and to transact any and all lawful activities or business pursuant to Chapter 607, Florida Statutes and permitted under the laws of the United States and the State of Florida.

ARTICLE V -- CAPITAL STOCK

This corporation is authorized to issue 100 shares of One (\$1.00) Dollar par value common stock, all of one class, which shall be designated as "common shares."

All issued and outstanding shares of the corporation shall be subject to the following restrictions:

No shareholder shall have the right to sell, assign, pledge, hypothecate, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the value of the stock as determined by the Board of Directors in accordance with the applicable provisions of the By-Laws of the corporation. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of ninety (90) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, or upon the termination of any shareholder's employment with the corporation for any reason, or for no reason, the corporation shall purchase all shares owned by such shareholder within ninety (90) days from the date of death or termination of the shareholder's employment with the corporation, at the value of the stock as determined by the Board of Directors in accordance with the applicable provisions of the By-Laws of the corporation. This provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. The corporation will furnish to any shareholder upon request and without charge, a full statement of such restrictions."

ARTICLE VI -- PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares of any class, kind, or series of stock in this corporation that may from time to time be issued, whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issuance bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it or pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issuance of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII -- ADDRESS AND REGISTERED AGENT

The street address in Florida of the initial registered office of the corporation is 538 East Washington Street, Orlando, Florida 32801. The name of the initial registered agent at such address is Barry Rigby.

ARTICLE VIII -- INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The initial directors shall hold office until the first meeting of the shareholders of the corporation at which time a full Board of Directors will be elected as provided for in the By-Laws of the corporation. The names and addresses of the initial directors of this corporation are:

Michael E. Wright
1600 Pine Bluff Avenue
Orlando, Florida 32806

ARTICLE IX -- INITIAL INCORPORATOR

The name and address of the initial incorporator is as follows:

Barry Rigby
538 East Washington Street
Orlando, FL 32801

ARTICLE X -- AMENDMENTS

This corporation reserves the right, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on the date hereinafter set forth.

Date:

8/17/04



Barry Rigby

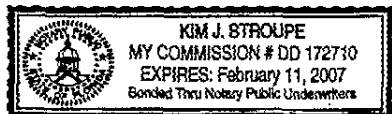
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Barry Rigby, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, who produced a Florida Driver's License as identification, and he acknowledged before me after taking an oath that he executed those Articles of Incorporation freely and voluntarily for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 19th day of August, 2004.

Kim J. Stroupe

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

FILED

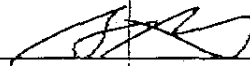
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - That MMI OPERATING, INC., desiring to organize or qualify under the laws of the state of Florida with its principal place of business at 1600 Pine Bluff Avenue, in the City of Orlando, State of Florida, has named Barry Rigby, located at 538 East Washington Street, Orlando, Florida 32801 as its initial registered agent to accept service of process within Florida and to comply with all other duties imposed upon registered agents pursuant to Florida Law, and further has named 538 East Washington Street, Orlando, Florida 32801 as its initial registered office.

Signature



Barry Rigby
538 East Washington St.
Orlando, Florida 32801
(407) 999-2630

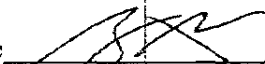
Title: Initial Incorporator

Date:

8/19/04

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. I furthermore am familiar with and accept the obligations of Section 607.0505 and Section 607.325, Florida Statutes.

Signature



Barry Rigby

Date:

8/19/04