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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**MMD COMPUTER CENTER, INC.**

|                       |         |
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**ARTICLES OF AMENDMENT**

to

**ARTICLES OF INCORPORATION**

of

***MMD Computer Center, Inc.***

The undersigned incorporator, a natural person and competent to contract for purposes of forming a corporation under the laws of the State of Florida, hereby amends the Articles of Incorporation of MMD Computer Center, Inc., as follows:

**ARTICLE I – NAME & LOCATION**

The name of this corporation shall be MMD Computer Center, Inc. The initial and principal office of the Corporation is 595 S. 14<sup>th</sup> Street , Leesburg, Florida 34748.

**ARTICLE II – DURATION**

This corporation shall have a perpetual existence.

**ARTICLE III – PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business, including especially, but not limited to, servicing, selling, repairing, manufacturing, and providing materials, equipment, services, and instruction for, computers and computer peripherals.

**ARTICLE IV – CAPITAL STOCK**

The total number of shares of stock which the corporation shall have to issue is 100 shares of common stock, with a par value of \$1.00 per share. The total number of authorized shares shall have an aggregate par value of \$100.00. Each share of authorized stock which is initially sold shall be fully paid for before the corporation begins transaction

of business. The present ownership of stock in the corporation is 70 shares by Parbati Ramesar, and 30 shares by Damian Ramesar.

**ARTICLE V – NAME, ADDRESS, & CONSENT OF INITIAL, REGISTERED AGENT**

The name and address of the initial registered agent of the corporation is Parbati Ramesar, 595 S. 14<sup>th</sup> Street, Leesburg, Florida 34748.

In witness whereof, the undersigned registered agent hereby consents to and accepts, under oath, such designation on this 30<sup>th</sup> day of November, A.D. 2007.



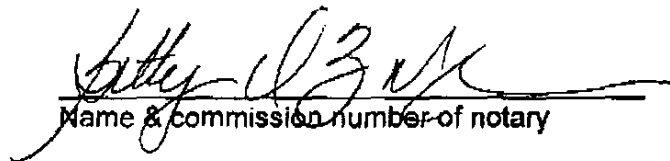
Parbati Ramesar, Registered Agent

STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, the undersigned authority, on this 30<sup>th</sup> day of November, A.D. 2007, personally appeared Parbati Ramesar, as Registered Agent, to me well known as the person described herein and she acknowledged before me that she hereby consented, freely and voluntarily to continue to serve as Registered Agent of the Corporation, after taking and fully an oath administered by me.

SEAL/STAMP

  
Name & commission number of notary

**ARTICLE VI – BOARD OF DIRECTORS**

The management and control of the corporation shall be vested in a Board of Directors of not less than 1 nor more than 5 members as provided by the Bylaws of the corporation, said Board to be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If state law so provides, then upon the unanimous written agreement of all the stockholders of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable state law. The names and addresses of the present Board of Directors are:

Parbati Ramesar, 595 S. 14<sup>th</sup> Street, Leesburg, Florida 34748; and

Michael Ramesar, Jr., 595 S. 14<sup>th</sup> Street, Leesburg, Florida 34748.

These directors shall hold office until their successors are duly elected and qualified.

#### **ARTICLE VII – OFFICERS**

The Board of Directors shall elect a President, Vice President, Treasurer and Secretary, and such other officers as the Board, from time to time, shall designate, in accordance with the Bylaws of the Corporation. The current officers of the Corporation are, who shall hold the below-designated offices until their successors are elected and qualified:

President, Secretary, Treasurer: Parbati Ramesar

Vice President: Michael Ramesar, Sr.

#### **ARTICLE VIII – INCORPORATOR**

The name and address of the incorporator of the corporation is Parbati Ramesar, 595 S. 14<sup>th</sup> Street, Leesburg, Florida 34748.

#### **ARTICLE IX – AUTHORITY TO INCREASE CAPITAL STOCK**

The capital stock authorized may be increased by 75% vote of the stockholders at any regular or special meeting called for that purpose by the adoption of an amendment to these articles.

#### **ARTICLE X – SECTION 1244 ELECTION**

The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

#### **ARTICLE XI – BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

#### **ARTICLE XII – AMENDMENT**

The power to amend these articles shall be held exclusively by the stockholders. An amendment hereto shall required a 65% vote of all outstanding stock.

#### **ARTICLE XIII – SUBCHAPTER S CORPORATION**

This corporation shall be qualified and treated as a corporation organized, existing, and authorized under §§ 1361-79 (subchapter S) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 30<sup>th</sup> day of November, A.D. 2007.

  
\_\_\_\_\_  
Parbati Ramesar, Incorporator

STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, the undersigned authority, on this 30<sup>th</sup> day of November, A.D. 2007, personally appeared Parbati Ramesar, as Incorporator, to me well known as the person described in and who acknowledged before me that she executed the foregoing freely and voluntarily for the purposes therein expressed, and she took an oath administered by me.

SEAL/STAMP



  
Name & commission number of notary