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FLORIDA PROFIT CORPORATION OR P.A.

mello holdings, corp.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
MELLO HOLDINGS, CORP.

For the purpose of forming a corporation under CH.604 of the Florida General Corporation Act, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE I

The name of this corporation shall be MELLO HOLDINGS, CORP. and its principal place of business shall be in 4801 S. University Drive, Suite 130, Fort Lauderdale, FL 33328 with the right to move said principal place of business and establish other places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The specific purpose of this corporation is to engage in the real estate industry in the State of Florida, notwithstanding, any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and its by-laws.

ARTICLES III

The total authorized capital stock of this corporation shall be one thousand (1000) shares of Common Stock with \$1 par value. All of such stock shall be issued fully paid and non assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

ARTICLES IV

The amount of capital with which this corporation shall begin shall be not less than one thousand dollars (1000.00)

ARTICLES V

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the Corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

Annette Cassells
4801 S. University Drive #118
Ft. Lauderdale, FL 33328
954-252-1065

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ARTICLES VI

The number of directors of said corporations shall be provided in the by-laws but in no event shall the number be less than (1) nor more than (7).

ARTICLES VII

The names and post office addresses of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors have been elected and qualified, unless otherwise stated by the By-laws, is:

Erica Johnson-McFarlane
4441 Sago Circle
Weston, FL 33331

ARTICLES VIII

The registered address of the principle office of the corporation shall be:

4801 S. University Drive, Suite 130
Fort Lauderdale, FL 33328

ARTICLES IX

In furtherance and not in limitation of powers conferred upon the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furniture security for its indebtedness or for any other purpose. The Directors, if the By-laws so provide, may hold their meetings in or without the State of Florida. The corporation may in its By-laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors

ARTICLES X

Amendments and revisions, including alterations of any provisions, of these Articles, and the By-laws, shall be by the shareholders or by the majority vote of the shareholders voting, in the manner now or hereafter prescribed by the statutes.

ARTICLES XI

Shares of capital stock of this corporation shall be vested in the following person and in the amount set opposite their name

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Erica Johnson-McFarlane	1000

Shares held by initial shareholder listed above may not be resold or otherwise transferred to another person or corporation, unless approved by the president of this corporation. The price and terms of which, and the time within which such shares may be offered and sold shall be further specified by written agreement.

ARTICLES XII

Special meetings of shareholders may be called by Certified Mail, Returned Receipt Requested, giving five(5) days written notice.

ARTICLES XIII

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLES XIV

RIGHT OF SHAREHOLDER TO DISSENT

The shareholders of this corporation have the right to dissent from any corporate actions that shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

ARTICLES XV

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

ARTICLES XVI

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 President of this corporation.

ARTICLES XVII

POWER

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLES XVIII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided

ARTICLES XIX

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLES XX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XXI

AMENDMENT

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

HUWUWUWUWUWU

NOTICE

4801 S. University Drive, Suite 130
Fort Lauderdale, FL 33328

The name and address of the subscriber to these articles is:

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The name and address of the resident agent of this corporation is:

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I, Erica Johnson-McFarlane, subscriber to these Articles, hereby am familiar with and accept the duties and responsibilities as registered agent of MELLO HOLDINGS, CORP., hereunto set my hand to seal this 25 day of January 2005.

Erica Johnson-McFarlane
Incorporator/Registered Agent

STATE OF FLORIDA)
S.S
COUNTY OF BROWARD)

On this 25 day of January, 2005, before me, the undersigned, a notary public in and for said county in said state, personally appeared Erica Johnson-McFarlane, to me known to be the person named and executing the foregoing Articles of Incorporation, and acknowledge that same is his voluntary act and deed.

NOTARY PUBLIC STATE OF FLORIDA
Print Name: REBECCA RIVERA
My Commission expires:

My commission expires:

Type of I.O. J525-213-67-839-0

Rebecca Rivera
City Commission DD13777
Expires July 28, 2008

Winnipeg, Man.

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