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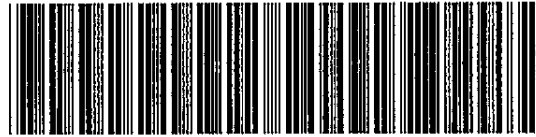
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 637743 81188A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

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ORDER DATE : October 6, 2005

ORDER TIME : 11:24 AM

ORDER NO. : 637743-005

CUSTOMER NO: 81188A  
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DOMESTIC FILING

NAME: R+M CONSULTANTS INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: \_\_\_\_\_



# ARTICLES OF INCORPORATION

OF

## R+M CONSULTANTS INC.

I, the undersigned incorporator of this corporation under chapter 607, Florida Statute, as amended, adopt the following Articles of Incorporation:

### ARTICLE I- NAME

The name of the corporation is: R+M CONSULTANTS INC.

### ARTICLE II- PURPOSE

The general nature of this business to be conducted by this corporation is:

- 1- To be engaged in consulting for business, imports, exports and others
- 2- To employ, hire and appoint corporations, firms and individuals in any and all parts of the world to act as the Board of Directors. May determine agents in such capacity and on such conditions as from time to time.
- 3- To acquire by purchase, lease or other wise, and operate vehicles or equipment of every description.
- 4- To purchase, lease, or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create security interests in create liens upon, sell, convey, dispose of and turn to account any and all property, real and personal, improved and unimproved of very kind and description, incidental to, connected or suitable, necessary or convenient for any purpose enumerated herein, including all or parts of properties, assets, business and goodwill of any persons, corporations, or associations.
- 5- To carry on any other business or enterprise which may be carried on or exercised by a corporation organized under 607, Florida Statute, as amended except a banking, safe deposit, trust, insurance surety, express, railroad, canal, telephone, or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.
- 6- To import and export merchandise of all kinds.

### ARTICLE III- CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 5,000 shares of common stock having a par value of \$1.00. The board of directors may authorize the issuance of such stock to such persons upon terms and for such considerations, as they may deem appropriate. The consideration may include money or other property which shall be received at just valuation to be fixed by the Board of Directors of the corporation. All such stock when issued shall

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be fully paid for exempt from assessment. Additional shares can be authorized by the Board of Directors.

#### ARTICLE IV- DURATION

This corporation shall have perpetual existence.

#### ARTICLE V- PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be: 10520 SW 158 CT # 202, MIAMI, FL 33196 or other such places as may be designated by the Board of Directors.

#### ARTICLE VI- DIRECTORS

The initial Board of Directors shall consist of 2 member(s). The number of directors may be increased from time to time by vote of the stockholders, but in no case the number of directors shall be less than one. Said directors shall be of full age and at least one of them to be a citizen of the United States. Any director may be removed without cause at any annual meeting where a quorum is present in person or proxy.

#### ARTICLE VII- INITIAL OFFICERS

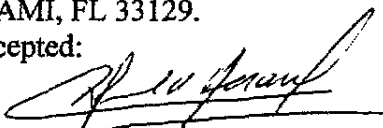
The name and address of the member(s) of the first Board of Directors is/are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
MARY ANN HERAUX	President	10520 SW 158 CT MIAMI, FL 33196
REYNOLD HERAUX	Vice-President and Secretary	10520 SW 158 CT MIAMI, FL 33196

#### ARTICLE VIII- REGISTERED AGENT

The initial registered agent of the corporation to accept service of process within the State of Florida is designated as REYNOLD HERAUX, 210 SE 15 RD #500, MIAMI, FL 33129.

Accepted:

  
REYNOLD HERAUX



## ARTICLE IX- MANAGEMENT BY STOCKHOLDERS

All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers: a President, a Treasurer, a Secretary, and as many Vice-Presidents, Assistant Treasurer as the shareholders, from time to time, deem advisable, provided that any one or some of said officers may be held by the same person. The annual meeting of the Corporation shall be held on such date as provided by the Bylaws of the corporation, which said Bylaws may be amended at anytime in accordance with their provisions. The incorporators shall manage the business of the corporation until they are issued outstanding shares of stock standing in the name of the shareholders of record.

## ARTICLE X- UNANIMOUS CONSENT

The shareholders, by unanimous consent, evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been done and authorized at a meeting at which a quorum had been present.

IN WITNESS WHEREOF, the person(s) named below have hereby executed these articles of incorporation for the uses and purposes therein state on this 28 day of SEPTEMBER 2005.

  
MARY ANN HERAUX

  
REYNOLD HERAUX

## ARTICLE XI -INCORPORATOR

The name and address of the incorporator is:

REYNOLD HERAUX  
210 SW 15 RD  
MIAMI, FL 33129

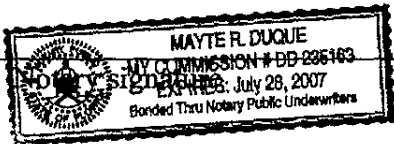
  
REYNOLD HERAUX



STATE OF FLORIDA  
COUNTY OF DADE

I, HEREBY CERTIFY that on this day before me as a NOTARY PUBLIC duly authorized in the State and County named above to take acknowledgements, personally appeared: REYNOLD HERAUX and MARY ANN HERAUX to me known to the person(s) described the subscriber to the foregoing Article of Incorporation in and executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at DADE COUNTY, FLORIDA,  
this 28 day of SEPTEMBER 2005.



*[Signature]*  
Notary

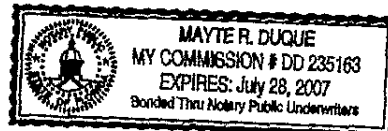
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REGISTERED AGENT

In pursuance of chapter 48.092 Florida Statutes is submitted in compliance with the said act. That R+M CONSULTANTS INC. desiring to organize under the State of Florida with his principal office as indicated in the Article s of Incorporation at the City of Miami, County of Dade, State of Florida has named REYNOLD HERAUX, 210 SW 15 Rd, # 500, Miami, Florida 33129 as its agent to accept service of process within the State.

ACCEPTED:

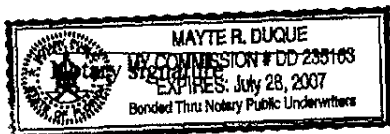
REYNOLD HERAUX



STATE OF FLORIDA  
COUNTY OF DADE

I, hereby certify that on this day before me, a Notary Public, dully authorized in the State and County above named, to acknowledge, personally appeared REYNOLD HERAUX to me known to be the person described in and who executed the forgoing Registered Agent Certificate and acknowledge before me that he subscribed to said Certificate.

WITNESS my hand and official seal in the County and Stat above named this 3 day of JUNE 2004.



*[Signature]*  
Notary seal