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Florida Department of State  
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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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FLORIDA PROFIT/NON PROFIT CORPORATION

motion control mounts, inc.

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ARTICLES OF INCORPORATION

OF

MOTION CONTROL MOUNTS, INC.

FILED  
06 JUL 31 PM 1:08  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLE I - NAME

The name of the corporation shall be: **MOTION CONTROL MOUNTS, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the operation of any and all lawful business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "COMMON SHARES."

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any stock of this corporation of the same kind, class or service, as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the principal office is 11288 S.W. 116th Terrace, Miami, FL 33176; the mailing address of the principal office is 11288 S.W. 116th Terrace, Miami, FL 33176; and the street address of the initial registered agent of this corporation is 2151 Le Jeune Road, Suite 202, Coral Gables, FL 33134. The name of the registered agent is Giorgio L. Ramirez, Esquire.

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**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may either increase or diminish from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of this corporation are:

P/D  
Mario Deas  
11288 S.W. 116th Terrace  
Miami, FL 33176

P/D  
Jorge Gomes  
4600 S.W. 75th Avenue, Suite E  
Miami, FL 33155

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these articles is:

Giorgio L. Ramirez, Esquire  
2151 Le Jeune, Suite 202  
Coral Gables, FL 33134

**ARTICLE IX - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

**ARTICLE XI - SHAREHOLDER VOTING AND QUORUM**

The majority 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 the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

