

P06000112411

(Requestor's Name)

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(City/State/Zip/Phone #)

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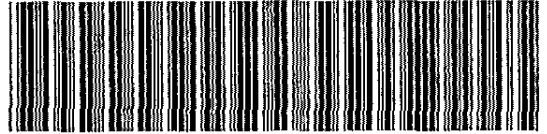
(Business Entity Name)

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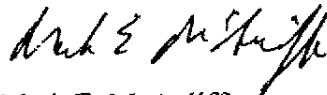
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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: MEM CONSULTING SERVICES, INC.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for
\$78.75 (Filing fee and certificate of status).



Mark E. McAuliffe

From:
Mark E. McAuliffe
2814 Lake Shore Drive
Orlando, FL 32803-1320

407-898-6499

8/24/2006
✓ # 2203

**ARTICLES OF INCORPORATION
OF
MEM CONSULTING SERVICES, INC.**

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CLERK OF THE STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is MEM CONSULTING SERVICES, INC.

ARTICLE II

EFFECTIVE DATE

The date of commencement of the corporate existence shall be the date of the filing of these Articles with the Secretary of State.

ARTICLE III

ADDRESS

The address for the principal office of the corporation is 2814 Lake Shore Drive in Orlando, FL 32803.

ARTICLE IV

PURPOSE

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares at no par value.

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 this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares outstanding, exclusive of treasure shares. The right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-emptive within thirty (30) days of the receipt of a notice in writing from the corporation, stating the prices terms and conditions of the issue 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 form the corporation.

ARTICLE VII
INTIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is MARK E. McAULIFFE, whose address is 2814 Lake Shore Drive in Orlando, FL 32803.

ARTICLE VIII
INCORPORATORS

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

NAME:

ADDRESS:

MARK E. McAULIFFE

2814 Lake Shore Drive in Orlando, FL 32803

ARTICLE IX
INITIAL BOARD OF DIRECORS

The initial board of directors shall consist of one director. The name and address of the initial director of this corporation is:

NAME:

ADDRESS:

MARK E. McAULIFFE

2814 Lake Shore Drive in Orlando, FL 32803

ARTICLE X
LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The forgoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE XI
SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued there under. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE XII
AMENDMENT

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



MARK E. McAULIFFE
REGISTERED AGENT
INCORPORATOR

24 August 2006

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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