

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000258320 3)))



H070002583203ABC.

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : GUNSTER, YOAKLEY & STEWART, P.A.  
Account Number : I19990000012  
Phone : (954) 468-1355  
Fax Number : (954) 523-1722

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 OCT 22 PM 2:18

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

MC INVESTMENTS OF SOUTH FLORIDA, INC.

~~MC INVESTMENTS OF FLORIDA, INC.~~

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

FILED  
07 OCT 22 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H07000258320 3

**ARTICLES OF INCORPORATION**  
**OF**  
**MC INVESTMENTS OF SOUTH FLORIDA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation is MC Investments of South Florida, Inc.

**ARTICLE II**  
**DURATION AND EXISTENCE**

This corporation shall exist perpetually. The existence of the corporation shall commence on October 18, 2007.

**ARTICLES III**  
**PURPOSE**

The purpose of this corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

**ARTICLE IV**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of this corporation is c/o Martin R. Press, Esq., Gunster, Yoakley & Stewart, P.A., 450 East Las Olas Blvd., Suite 1400, Ft. Lauderdale, Florida 33301.

This Instrument Prepared By:  
Gunster, Yoakley & Stewart, P.A.  
450 East Las Olas Blvd., Suite 1400  
Fort Lauderdale, FL 33301  
Telephone: (954) 462-2000

FAX AUDIT NO.: H07000258320 3

FAX AUDIT NO.: H07000258320 3

**ARTICLE V**  
**SHARES**

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock each having \$0.01 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

**ARTICLE VI**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office of this corporation is 450 East Las Olas Blvd., Suite 1400, Ft. Lauderdale, Florida 33301 and the name of the initial registered agent of this corporation at that address is GY Corporate Services, Inc.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator of this corporation are:

Martin R. Press, Esq.  
450 East Las Olas Blvd., Suite 1400  
Fort Lauderdale, FL 33301

**ARTICLE VIII**  
**INDEMNIFICATION**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the corporation and such person are

FAX AUDIT NO.: H07000258320 3

adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

**ARTICLE IX**  
**BYLAWS**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

**ARTICLE X**  
**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.

IN WITNESS WHEREOF, the incorporator has executed these Articles on this 18<sup>th</sup> day of October, 2007.

FILED

07 OCT 22 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MARTIN R. PRESS, ESQ., INCORPORATOR

FAX AUDIT NO.: H07000258320 3

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for GY Corporate Services, Inc., a Florida corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and undersigned further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: October 18, 2007

**GY CORPORATE SERVICES, INC.**

By:   
**MARTIN R. PRESS, ESQ.**  
**VICE PRESIDENT**

FTL 331684.1

**FILED**  
**07 OCT 22 PM 2:18**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**