

P08000008301

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(Address)

(Address)

(City/State/Zip/Phone #)

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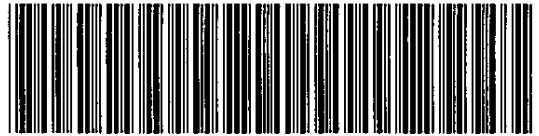
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**FILED**  
2008 JAN 22 A 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DW** JAN 24 2008

## COVER LETTER

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

SUBJECT: MERCURIUS MANAGEMENT INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: ANDRES BUDO  
Name (Printed or typed)

3356 QUANTUM LAKES DR.  
Address

BOYNTON BEACH, FL 33426  
City, State & Zip

561-543-1989  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

# ARTICLES OF INCORPORATION FILED

(In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit))

**MERCURIUS MANAGEMENT, INC.**

*A Florida Profit Corporation*

2008 JAN 22 A 11: 21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** I, ANDRES BUDO, whose post office address is 3356 QUANTUM LAKES DRIVE, BOYNTON BEACH, FL 33426 being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of FLORIDA.

**SECOND:** The name of the corporation (hereinafter referred to as the "Corporation") is MERCURIUS MANAGEMENT, INC..

**THIRD:** The purpose for which the Corporation is formed is as follows:

- (1) To engage in any other lawful purpose and business

**FOURTH:** The post office address of the principal office of the Corporation in this State is 3356 QUANTUM LAKES DRIVE, BOYNTON BEACH, FL 33426. The name of the Resident Agent of the Corporation in this State is ANDRES BUDO. The address of the Resident Agent is 3356 QUANTUM LAKES DRIVE, BOYNTON BEACH, FL 33426. Said resident agent is an individual actually residing in this State.

**SIXTH:** The total number of shares of capital stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares of common stock, with a par value of ONE DOLLAR (\$1.00).

**SEVENTH:** The number of directors shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the director, who shall act until the first annual meeting or until his/her successor is duly elected and qualified is ANDRES BUDO.

**EIGHTH:** The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.
- (3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contracts rights, as expressly set forth in the Charter, of any outstanding

stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

- (4) The Board of Directors is expressly authorized to make, alter, or repeal the by-laws of the Corporation.
- (5) Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

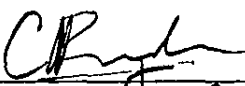
- (i) the amendment of the Charter of the Corporation;
- (ii) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (iii) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (iv) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (v) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Florida now or hereafter in force.

**NINTH:** No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11<sup>TH</sup> day of JANUARY, 2008 and acknowledge the same to be my act and deed.

Witness to Signature

  
MARIA C. REJIDO

  
ANDRES BUDO

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA