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FAX NO.

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
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From:

Account Name : SIEGFRIED, KIPNIS, RIVERA, LERNER, DE LA TORRE  
Account Number : 076424000767  
Phone : (305) 442-3334  
Fax Number : (305) 443-3292

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 MAR - 4 PM 4:25

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**M3R GROUP, INC.**

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**COVER LETTER**

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

**SUBJECT: M3R GROUP, 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: Elisabeth D. Kozlow, Esquire**

Name (Printed or typed)

**Siegfried, Rivera, Lerner, De La Torre & Sobel, P.A.**

Address

**201 Alhambra Circle, Suite 1102, Coral Gables, Florida 33134**

City, State & Zip

**305-442-3334 Ext. 214**

Daytime Telephone number

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**ARTICLES OF INCORPORATION  
OF**

**M3R GROUP, INC.**

**FILED**  
**2008 MAR - 4 PM 4: 25**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is: **M3R GROUP, INC.**

**ARTICLE II - NATURE OF BUSINESS**

The general character or nature of the business to be transacted by this corporation is: To perform work under the Service – Disabled Veteran-Owned Small Business Concern Program or any other lawful business for which corporation may be incorporated under the Florida General Corporations Act.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Seventy-Five Hundred (7,500) shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

Elizabeth D. Kozlow, Esquire  
Siegfried Rivera Lerner  
De La Torre and Sobel P.A.  
201 Alhambra Circle, Suite 1102  
Coral Gables, Florida 33134  
(305) 442-3334

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Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

#### **ARTICLE IV - PRE-EMPTIVE RIGHTS**

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

#### **ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE VI - PRINCIPAL ADDRESS**

The initial address of the principal office of this corporation is to be 7300 North Kendall Drive, Suite 340, Miami, Florida 33156. The Board of Directors may, from

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time to time, designate such other address and place for the principal office of this corporation as it may see fit.

#### **ARTICLE VII – MAILING ADDRESS**

The mailing address of the corporation is to be P.O. Box 43-2310, Miami, Florida 33143. The Board of Directors may, from time to time, designate such other mailing address of this corporation as it may see fit.

#### **ARTICLE VIII - DIRECTORS**

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

#### **ARTICLE IX- INITIAL DIRECTORS**

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

John W. Morris, III., 2325 Dulles Corner Boulevard, Suite 500, Herndon, Virginia 20171.

Alberto G. Ribas, 7300 North Kendall Drive, Suite 340, Miami, Florida 33156.

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#### **ARTICLE X - INITIAL OFFICERS**

The name and address of the first Officers and Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

President: John W. Morris, III, 2325 Dulles Corner Boulevard, Suite 500, Herndon, Virginia 20171.

Vice President,  
Secretary, and

Treasurer: Alberto G. Ribas, 7300 North Kendall Drive, Suite 340, Miami, Florida 33156.

#### **ARTICLE XI - INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is:

Elisabeth D. Kozlow, Esquire  
SIEGFRIED, RIVERA, LERNER,  
DE LA TORRE & SOBEL, P.A.  
201 Alhambra Circle, Suite 1102  
Coral Gables, Florida 33134

#### **ARTICLE XII - CONFLICT OF INTEREST**

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

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### **ARTICLE XIII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

### **ARTICLE XIV - ADDRESS OF REGISTERED OFFICE**

The initial street address of the registered office of this corporation is to be 7300 North Kendall Drive, Suite 340, Miami, Florida 33156. The Board of Directors may from time to time, designate such other address and place for the registered office of this corporation as it may see fit.

### **ARTICLE XV - SERVICE OF PROCESS**

All legal service shall be made upon Alberto G. Ribas, the Registered Agent, at 7300 North Kendall Drive, Suite 340, Miami, Florida 33156.

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**ARTICLE XVI - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 4<sup>th</sup> day of March, 2008.

By: [Signature]  
ELISABETH D. KOZLOW, Incorporator

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 4 day of March, 2008 by ELISABETH D. KOZLOW. She is personally known to me.

[NOTARIAL SEAL]

Signature: [Signature]  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: M&R GROUP, INC., WITH ITS PRINCIPAL PLACE OF BUSINESS AT 7200  
NORTH KENDALL DRIVE, SUITE 340, CITY OF MIAMI, STATE OF FLORIDA 33156,  
HAS NAMED ALBERTO G. RIBAS, LOCATED AT 7300 NORTH KENDALL DRIVE, SUITE  
340, MIAMI, FLORIDA 33156, CITY OF MIAMI, STATE OF FLORIDA 33156, AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS.

DATED: March 4, 2008.

  
ELISABETH D. KOZLOW, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

DATED: March 4, 2008.

By: 

ALBERTO G. RIBAS

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