

P09000030752

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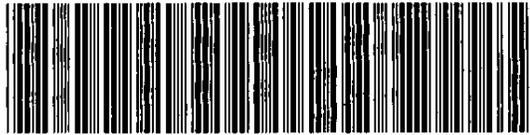
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended & Restated

TB

APR - 9 2010

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: MASTERMIND MARKETING GROUP INC

DOCUMENT NUMBER: P09000030752

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ANDREW SCOTT

Name of Contact Person

MASTERMINDS MARKETING GROUP INC

Firm/ Company

11301 N.W. 29TH PLACE

Address

SUNRISE FL, 33323

City/ State and Zip Code

mastermindsmarketing@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Andrew Scott

Name of Contact Person

at ( 754 ) 214 - 9404

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is enclosed)

\$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 26, 2010

ANDREW SCOTT  
MASTERMINDS MARKETING GROUP INC.  
3730 NW 88TH AVE DOOR 140  
SUNRISE, FL 33351

SUBJECT: MASTERMINDS MARKETING GROUP INC.  
Ref. Number: P09000030752

We have received your document for MASTERMINDS MARKETING GROUP INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

Please check only one box on the amendment form regarding the adoption of the amendment. The blank signature pages are not needed for the amended and restated articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown  
Regulatory Specialist II

Letter Number: 210A00004729

RECEIVED  
2010 APR - 8 AM 8: 00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Amended & Restated

ARTICLES OF INCORPORATION

OF

MASTERMINDS MARKETING GROUP INC.

FILED  
2010 APR -8 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation, under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE 1

The name of the Corporation is **MASTERMINDS MARKETING GROUP INC.**, (hereinafter "Corporation").

ARTICLE 2- TERMS OF EXISTENCE

The duration of the Corporation is perpetual.

ARTICLE 3 PURPOSE OF CORPORATION

The general purpose for which the Corporation is organized are the following:

- a. To engage and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- b. TO do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4 - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is **ONE THOUSAND (1,000) SHARES** of common stock.

ARTICLE 5 - PRINCIPAL OFFICE

The principal office of the Corporation is **3730 NW 88<sup>TH</sup> AV, DOOR # 140, SUNRISE FL, 33351** and the mailing address is the same.

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent is: **ANDREW SCOTT**

The address of the Registered Agent: **11301 NW 29<sup>TH</sup> PL, SUNRISE FL, 33323.**

ARTICLE 7- DIRECTORS

The number of Directors constituting the initial Board of Directors is **FIVE (5)**. The names of each initial Director of the Corporation are as follows:

**SCOTT, ANDREW**  
**MASCOE, ERROL**  
**JEFFREY, OMAR, D.**  
**WEAVER, CORIE**  
**THOMPSON, PAUL ANTHONY**

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected in accordance with the By-Laws of the Corporation.

ARTICLE 8 - OFFICERS

The Officers shall be elected by a majority vote of the Directors of this Corporation. The officers of the Corporation shall be:

President/ Treasurer:

ANDREW SCOTT  
11301 N.W. 29TH PLACE  
SUNRISE, FL. 33323

Vice President:

ERROL MASCOE  
3730 N.W. 88TH AVENUE, DOOR # 140  
SUNRISE, FL. 33351

Secretary:

OMAR D JEFFREY  
12521 S.W. 18TH STREET  
MIRAMAR, FL. 33027

Officers:

CORIE WEAVER  
2301 WEST PRESERVE WAY # 205  
MIRAMAR, FL 33025

PAUL ANTHONY THOMPSON  
2301 WEST PRESERVE WAY # 205  
MIRAMAR, FL 33025

ARTICLE 9 - INCORPORATOR

The name and street address of the incorporator of this Corporation is as follows: ERROL MASCOE, 3730 NW 88<sup>TH</sup> AV, DOOR # 140, SUNRISE FL, 33351.

ARTICLE 10- LIABILITY OF DIRECTORS/OFFICERS

To The fullest extent permitted by law, no director of this corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives improper personal benefit.

Any director or officer who is involved in litigation or other proceedings by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE 11 - AMENDMENTS

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

## ARTICLE 12 - BY-LAWS

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the shareholders.

## ARTICLE 13 - OTHER PROVISIONS

Preemptive Rights The Corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer interest In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this Corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction No shareholder of this Corporation shall sell any shares of stock held by him or her in this Corporation without first offering to sell such stock to the Corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the Corporation at the time that the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholders and shall exercise the option to purchase by notifying the shareholder in writing. If the Corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the Corporation, and only within thirty (30) days from and after the date on which the Corporation declines to exercise its option.

Execution of Written Instruments All instruments that are executed on behalf of the Corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the Corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

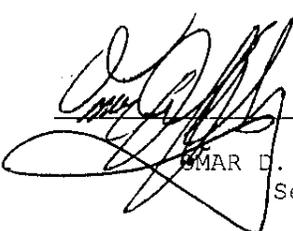
ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

These Articles of Incorporation are submitted on 03/26/2010 IN  
WITNESS WHEREOF, we have hereunto subscribed our names this 26<sup>th</sup> day  
of March 2010

  
ERROL MASCOE  
Incorporator

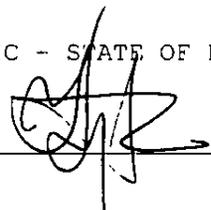
  
ANDREW SCOTT  
President

  
OMAR D. JEFFREY  
Secretary

STATE OF FLORIDA                    )  
  )  
WEST PALM BEACH                    )

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of  
March, 2010 by Errol Mascoe, Andrew Scott and Omar D. Jeffrey,  
who personally appeared before me at the time of notarization.

NOTARY PUBLIC STATE OF FLORIDA  
Yvette Kangrick  
Commission # DD857663  
Expires: FEB. 03, 2013  
BONDED THRU ATLANTIC BONDING CO., LLC

NOTARY PUBLIC - STATE OF FLORIDA  
Sign 

My commission expires:

Personally known    or Produced Identification   
(Type of Identification Produced D.C.)

ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

I, the undersigned person, having been named registered agent and to accept service of process for **MASTERMINDS MARKETING GROUP INC.** at the place designated in the foregoing Articles of Incorporation, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 26<sup>th</sup> day of March, 2010.

  
\_\_\_\_\_

Andrew Scott  
Registered Agent

NOTARY PUBLIC-STATE OF FLORIDA  
 Yvette Kanarick  
Commission # DD857663  
Expires: FEB. 03, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.

The date of each amendment(s) adoption: March 28<sup>th</sup> 2010

Effective date if applicable: April 13<sup>th</sup> 2010 (date of adoption is required)  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval  
by \_\_\_\_\_."  
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 04/06/2010

Signature Andrew Scott

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Andrew Scott  
(Typed or printed name of person signing)

President  
(Title of person signing)