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17 MAY 22 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## COVER LETTER

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

**SUBJECT:** MERCATTO STONE 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

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

**FROM:** JUCIANE D SENA  
Name (Printed or typed)

9001 WILES ROAD # 108  
Address

CORAL SPRINGS, FL 33067  
City, State & Zip

(239) 633-2095  
Daytime Telephone number

JUCIANESENA@HOTMAIL.COM  
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 26, 2017

JUCIANE D SENA  
9001 WILES ROAD #108  
CORAL GABLES, FL 33067

SUBJECT: MERCATTO STONE GROUP, INC.  
Ref. Number: W17000031700

17 MAY 22 PM 3:10  
REGISTRATION SERVICES

We have received your document for MERCATTO STONE GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

DID NOT RECEIVE THE COMPLETE DOCUMENT. MISSING ARTICLES I, II, III.

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) 245-6052.

Neysa Culligan  
Regulatory Specialist II

Letter Number: 517A00007057

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17 MAY 22 PM 4: 18

**Articles of Incorporation For**

**MERCATTO STONE GROUP, INC.**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned Incorporator hereby forms a Florida profit corporation under the laws of CHAPTER 607 of the Florida Statutes.

**Article I – Name of the Corporation:**

The name of the corporation shall be **MERCATTO STONE GROUP, INC.**

**Article II – Principal Address:**

The principal address of this corporation shall be at **5781 LEE BLVD SUITE 208-227, LEHIGH ACRES, FL, 33971, LEE County**. The mailing address of this corporation shall be the same.

**Article III – Purpose of this Business:**

This corporation may engage or transact in any or all lawful activities or businesses permitted by under the laws of the United States of America, the State of Florida, or any other State, County, territory of nation where permitted.

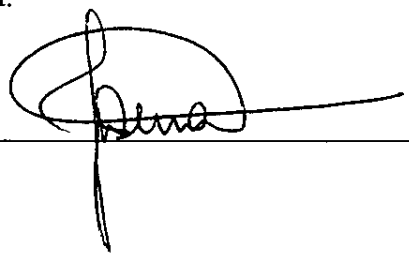
**Article IV – Capital Stock and Shares:**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1.000) shares of common stock, having one dollar (\$ 1.00) value per share.

**Article V – Registered Agent**

The name and address of the initial registered agent of this corporation shall be **JUCIANE SENA, 9001 Wiles Road # 108 – Coral Springs, FL 33067**. I certify that I am familiar with and accept the responsibilities of a registered agent.

Registered Agent Signature: \_\_\_\_\_



### **Article VI – Name and Address of Incorporator:**

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

**Juciane Sena                    9001 Wiles Road # 108 – Coral Springs, FL 33067**

### **Article VII – Board of Directors and Shareholders**

All corporate power shall be exercised by or under the authority of MERCATTO STONE GROUP, INC., and the business and affairs of the corporation managed under the direction of its Board of Directors, subjected to all limitations set forth in these Articles of Incorporation. This corporation shall have one (1) director and one (1) shareholder initially. The number of directors and shareholders may be either increased or decreased in the manner provided by law, but shall never be less than one (1). The name and address of the initial officers / directors and shareholders of the corporation who shall hold office for the first (1<sup>st</sup>) year of the corporation, or until successors are elected or appointed by the board is/are:

#### **Shareholder (s): 100% of shares**

- **GYNMED Distribuidora Importacao e Exportacao de Produtos Hospitalares LTDA-ME  
Rua Caragoata, Qd. 115 Lt. 15 Casa 1 – Setor dos Afonsos  
Aparecida de Goiania, Goias, Brazil 74.915-280**

#### **Director (s):**

- **Igor de Souza Candido – Director  
5534 Brookfield Street  
Lehigh Acres, FL 33971**

### **Article VIII – Bylaws Amendment**

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested on the Board of Directors and the Shareholders.

### **Article IX – Indemnification:**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officers or directors, in the manner set out and provided for in the Bylaws of this corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

### **Article X – Informal Action of Directors:**

If the majority of the directors severally or collectively consents in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the secretary or the corporation, the action shall be as valid as though it had been authorized at the meeting of the board of directors.

### **Article XI – Amendment of Articles:**

The power to amend these Articles of Incorporation shall best in the stockholders and directors, in the manner provided by the Florida Statutes

### **Article XII – 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 ration that the number of shares he/she holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issued shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by the affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

### **Article XIII – Director Conflict of Interest:**

- a- No Contract or the transaction between a corporation and one or more of its directors, or in between a corporation and any other corporation, firm, association, or other entity, which one or more of its directors are director or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his/hers their votes are accounted for such purpose
- b- Common of interest directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contractor or transaction.

**Article XIV – Informal Action of Shareholders:**


Any action of shareholders may be taken without a meeting of consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

**Article XV – Effective Date of Incorporation:**

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

**Acceptance of Registered Agent Designation in the Articles of Incorporation:**

In witness whereof, the undersigned being the original subscriber to the capital stock herein for the above named corporation, and for the purpose of forming a corporation, hereby declaring and certifying that the facts herein stated are all true and due agree to take the number of shares herein above set forth. Registered agent is familiar with and accepts the obligations of the position under Section 607 of the Florida Statutes, and hereunto set our hands and seals this 26<sup>th</sup> day of March, 2017.

  
\_\_\_\_\_  
Juciane Sena Incorporator

FILED  
17 MAY 22 PM 4: 19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA