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TRANSMITTAL LETTER

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

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SUBJECT: MNEMONIC DEVICES CORPORATION
(Proposed corporate name - must include suffix)

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

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FILED
OFFICE OF STATE
CORPORATIONS

FROM: JAMES A. MAYES
Name (printed or typed)

5818 LEONARDO STREET
Address

CORAL GABLES, FL 33146
City, State & Zip

(305) 662-1287
Daytime Telephone number

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

Mnemonic Devices Corporation
5818 Leonardo Street
Coral Gables, FI 33146

ARTICLES OF INCORPORATION

Let it be known that on this December 29, 1994 the undersigned Incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I Name

The name of the corporation shall be:

Mnemonic Devices Corporation

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Article II Principal Agent

The Principal Place of business and mailing address of this corporation shall be:

Principal Place of Business:
5818 Leonardo Street
Coral Gables, FI 33146

Mailing Address:
PO Box 248329
Coral Gables, FI 33124

Article III Shares

The maximum number of shares the corporation is authorized to issue shall not exceed 100 million shares.

These shares may be sold at a price to be determined in the future should other investors determine participation in the above said corporation.

The price of the shares shall be determined at fair market value, which may be based on owned assets of the corporation, derivatives of earnings or potential earnings, market forces or any combination of the above.

The maximum number of shareholders shall not exceed 35 as mandated under the chapter S regulations of Internal Revenue Code.

Current stock structure:

Mark C. Mieczkowski
73 Edgebrook Estates
Apartment #8
Cheektowaga, NY 14227

Owner: 65,630 Shares, par value at \$.01 per share

James A. Mayes
5818 Leonardo Street
Coral Gables, FL 33146

Owner: 65,620 Shares, par value at \$.01 per share

Article IV Initial Registered agent and Street Address

The name and address of the initial registered agent is

James A. Mayes
5818 Leonardo Street
Coral Gables, FL 33146

Article V Incorporators

The names and street addresses of the incorporators to these Articles of Incorporation:

President, CEO (Chief Executive Officer)

President, COO (Chief Operating Officer)

Mark C. Mieczkowski
73 Edgebrook Estates
Apartment # 8
Cheektowaga, NY 14227

James A. Mayes
5818 Leonardo Street
Coral Gables, FL 33146

Purpose

We at Mnemonic Devices Corporation will always maintain an utmost commitment to the highest standards in customer service and quality control, honesty and dependability.

The purpose of the corporation is to maximize the wealth of the shareholders while limiting the liability of shareholders through any means legal under established United States law and the laws of the State of Florida.

The directors be they the above named directors or any new directors must always act on behalf of the corporations shareholders and in the shareholders best interest. Should any of the directors ever act against shareholders interest the shareholders retain the exclusive right to expel that (those) director(s).

Board of Directors

The Board of Directors shall not exceed 12 members and may be composed of any person who may be beneficial to the operation of the corporation.

The Board will meet on an annual basis before the annual meeting of the corporation and will meet as often as possible to maintain vital information and strategic goals of the corporation.

The purpose of the Board of Directors is to serve as a tool for the overall guidance of the Corporation. They will be responsible for the strategic direction and planning of the corporation, and their annual duties will include:

- An annual strategic plan and or update of the existing plan.
- An evaluation of the current management and constructive criticism of the past years actions.

The salary of any one director shall not exceed \$100,000 in 1994 inflation (Consumer Price Index) adjusted terms.

Par Value

The par value of Mnemonic Devices Stock is \$.01 per share.
This is not an indicator of what the future market value of the stock will be.

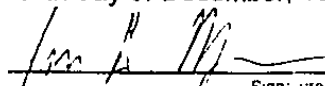
Annual Meeting

The Annual Meeting of the Mnemonic Devices Corporation shall be the Friday before December 25th and may be changed if voted so by the shareholders.


Bylaws

Any amendments or additional structure is hereby provided for through the bylaws of this corporation. They shall become part of the corporation upon approval by the shareholders.

The Undersigned incorporator(s) has (have) executed these Articles of Incorporation this 28th day of December, 1994.



Signature



Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

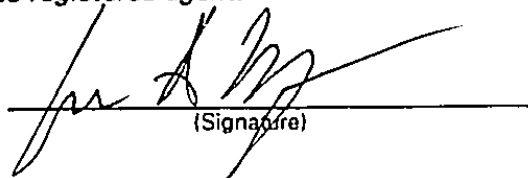
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MNEMONIC DEVICES CORPORATION

2. The name and address of the registered agent and office is:

JAMES A. MAYES
(Name)
5818 LEONARDO STREET
(P.O. Box not acceptable)
CORAL GABLES, FL 33146
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.


(Signature)

12/28/94
(Date)

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