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Mese & Associates, P. A.

CERTIFIED PUBLIC ACCOUNTANTS

□ 170 NORTHEAST 90TH STREET
MIAMI SHORES, FLORIDA 33138
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□ MIAMI LAKES CORPORATE PLAZA
SUITE 201
8128 NORTHWEST 193RD STREET
MIAMI LAKES, FLORIDA 33014
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APR 11 1995 11:11 AM
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April 3, 1995

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: Mese Consultants, Inc.

Gentlemen:

Please find enclosed the Articles of Incorporation for Mese Consultants, Inc., along with our check in the amount of \$122,750 to cover the costs for filing same.

Kindly file the Articles, assign us a charter number and furnish us with a certified copy of the Articles for our corporate stockbook.

Very truly yours,


John Carl Mese
Certified Public Accountant

JCM/gen
Enclosure

DL BROWN APR 25 1995

MEMBER

AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS - FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

ARTICLES OF INCORPORATION
OF
MESE CONSULTANTS, INC.

FILED
95 APR 20 AM 10:17
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is:

MESE CONSULTANTS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in the business of sales, service, export, retail and wholesale and for the purpose of transacting any and all lawful business for which corporation may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of ONE AND NO/100 DOLLAR (\$1.00) par value common stock, which shall be designated "Common Share".

ARTICLE IV - PREEMPTIVE RIGHTS

Any shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and Principal office of this corporation is:

170 N.E. 99th Street
Miami Shores, Florida 33138

and the name of the initial registered agent of this corporation, at that address will be:

John Carl Mese

I, John Carl Mese, accept the position as registered agent.



John Carl Mese

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

SAME AS REGISTERED AGENT

John Carl Mese
170 N.E. 99th Street
Miami Shores, Florida 33138

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

John Carl Mese
170 N.E. 99th Street
Miami Shores, Florida 33138

ARTICLE VIII - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate these votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.



John Carl Mese

ARTICLE IV - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the rights to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of March, 1995.



John Carl Mese

STATE OF FLORIDA)

COUNTY OF DADE)

FILED
95 APR 20 AM 10:17
MIAMI, FLORIDA

BEFORE ME, the undersigned authority, personally appeared

JOHN CARL MESE

who produced _____ as identification or who is
personally known to me and is known to me to be the person who
executed the foregoing Articles of Incorporation, and he
acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and
seal in Miami, Dade County, Florida, this 24th day of March,
1995.


NOTARY PUBLIC,
State of Florida at Large

