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LAURENCE J. SMITH, P.A.

412 SOUTHEAST 18TH STREET  
FORT LAUDERDALE, FLORIDA 33316

LAURENCE J. SMITH

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June 18, 1995

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

700001519687  
-06/21/95--01084--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: M & L Consutling and Service, Inc.

Dear Sir or Madam:

With reference to the above corporate name, enclosed please find:

1. Original and one copy of the Articles of Incorporation; and
2. A check in the amount of \$122.50 to cover the filing fee, certified copy fee and designation of registered agent.

Please return the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your courtesy.

Very truly yours,



LAURENCE J. SMITH

LJS/mml  
Enclosure

SDB

FILED  
95 JUN 21 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**M & L CONSULTING AND SERVICE, INC.**

FILED  
95 JUN 21 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE - FLORIDA

WE, the undersigned, hereby agree and associate ourselves together for the purpose of becoming a Corporation under the General Corporation Laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

The name of the corporation hereby formed under these Articles shall hence and from this day, subject to the approval of the Secretary of State, State of Florida be known as: M & L Consulting and Service, Inc.

**ARTICLE II**

The Company formed under these Articles of Incorporation shall be endowed with the following powers:

1. Sue and be sued and appear and defend in all actions and proceedings in its corporate name as a natural person.
2. Adopt and use a corporate seal and alter the same.
3. Appoint such officers and agents as its affairs shall require, and allow them suitable compensation.
4. Adopt, change, amend, repeal, its By-Laws, not inconsistent with Law and its Certificate of Incorporation, for the exercise of its affairs, and property; the transfer on its records of its stock or other evidence or interest or membership, and the calling and holding of meetings of its shareholders and stockholders.
5. Increase or diminish, by vote of its stockholders, shareholders, or members, cast as the By-Laws may direct, the number of directors, managers, or trustees of this corporation, and the resident agent for service of process providing the number of the aforementioned shall never be less than one. That this provision of these Articles of Incorporation shall be strictly construed and governed by the By-Laws of the corporation and the applicable general corporate laws of the State of Florida.
6. Make and enter into all contracts necessary and proper for the conduct of its business.

7. a) Conduct business, have one or more offices in, and buy, hold, sell, mortgage and convey or otherwise dispose of franchises in this State, and in the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

b) Purchase the corporate assets of any other corporation and engage in the same character of business.

c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and any licenses or other rights or interests thereunder or therein.

d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

8. a) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities, or other evidences of indebtedness, created by or owned by any corporation, public or closed, of this State, or any other State, or any foreign country, or domestic or foreign government; while such owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

b) Purchase, hold, sell and transfer shares of its own stock provided that no corporation shall purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock, owned by the Corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any stockholder's quorum or vote.

9. Do all and everything necessary and proper for the accomplishment of the objects enumerated in its Certificate of Incorporation or necessary or incidental to the benefit and protection of the Corporation whether or not such business is similar in nature to the objects enumerated in this, its Certificate of Incorporation.

10. a) Contract debts and borrow money at such rates of interest not to exceed the lawful rate of interest and upon such terms as its Board of Directors may deem necessary or expedient, and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured and execute such mortgages or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as the occasion may require and the Board of Directors deems expedient.

b) Provision may be made in such instruments for the transferring of corporate property of every kind and nature then belonging to or thereafter acquired by such corporation as security for any bonds, notes, debentures or other evidences of indebtedness issued or debts or sums of money owing by said corporation.

c) In case of sale of any property by virtue of any such instrument or foreclosure, the part acquiring title shall have the same rights, privileges, grants, franchises, immunities and

advantages, in and by such instrument enumerated or conveyed, as belonged to the Corporation executing the instrument or contracting the debt.

11. This Corporation has the power to make gifts for educational, scientific or charitable purpose. Said gifts and allowances to be determined by a majority of the Board of Directors, and only after the approval of the majority vote of the shareholders shall said gift be allowed.

### **ARTICLE III**

Said Corporation may engage in any and all types of associated or relative businesses and may pursue any and all business objectives in accordance with this Certificate of Incorporation, and in accordance with the laws of the State of Florida.

### **ARTICLE IV**

The total amount of capital stock authorized by this Corporation herein known as M & L Consulting and Service, Inc., shall be 1000 shares of par value stock. Each share of stock shall have a Five Dollar par value, and all of the shares enumerated herein shall be preferred stock to have one (1) vote per share held, wherein the total voting stock would be 1000 shares constituting 1000 votes.

### **ARTICLE V**

This corporation shall have perpetual existence.

### **ARTICLE VI**

The corporation herein shall begin business with capital in the amount of \$5,000.00. Said amount to be deposited at Citibank (Florida) in cash, for the sole purpose of beginning business under the name of M & L Consulting and Service, Inc.

### **ARTICLE VII**

This corporation shall maintain its principal place of business in Florida at 3182 Boca West Drive, Boca Raton, Palm Beach County, Florida.

### **ARTICLE VIII**

There shall be not less than one director but not more than three at all times who shall constitute the Board of Directors of said Corporation.

### **ARTICLE IX**

The following named persons shall constitute the first Board of Directors of M & L Consulting and Service, Inc., and shall hold office for the first year of existence of said Corporation.

These directors shall hold office until a vote of the shareholders is held wherein their successors are elected and appointed and have qualified: MARCIA DELVECCHIO.

#### **ARTICLE X**

The following named persons and their addresses herein appear as subscribers to these Articles of Incorporation: MARCIA DELVECCHIO, 3182 Boca West Drive, Boca Raton, Florida.

#### **ARTICLE XI**

This Corporation shall have the power to incur any and all liabilities and debts in pursuance of its corporate purpose. Said debts and liabilities shall be paid out of the corporate treasury upon the signature of MARCIA DELVECCHIO.

No single officer, director or agent shall have the privilege of instituting legal actions, claim, settlement, release, satisfaction or discharge or other legal process without the advice and consent of the Board of Directors by and through a majority of said Board. In the event that one officer, director or agent so carries or acts so as to incur liability without the advice and consent of the Board of Directors, said acts shall be as a nullity to said Corporation and the Corporation shall not be liable nor responsible therefore.

#### **ARTICLE XII**

The officers to conduct business and the affairs of this Corporation for the first year of operation and thereafter until a vote of the shareholders at their annual meeting shall be as follows:

President: MARCIA DELVECCHIO  
Treasurer/Secretary: MARCIA DELVECCHIO

#### **DESIGNATION OF RESIDENT AGENT FOR SERVICE OF PROCESS AND RESIDENCE OF AGENT**

That the following named person is herein designated Resident Agent for service of process and by executing these Articles of Incorporation does herein accept said designation and his residence is set forth as follows: Laurence J. Smith, Esq., 412 Southeast 18th Street, Ft. Lauderdale, Florida 33316.

#### **ARTICLE XIII**

This Corporation's stock shall be voting stock, each share with a par value of \$5.00 shares to constitute the total outstanding capital stock which shall be distributed to the following named persons in the stated amounts: MARCIA DELVECCHIO: 1,000 shares

## ARTICLE XIV

Should any shareholder of the Corporation desire to sell his or her corporate stock, he may do so subject to the following conditions. Prior to selling any corporate stock to any person not a shareholder in the Corporation he or she shall first offer his or her stock for sale to all remaining shareholders of the Corporation. Said offer shall be in writing and shall be sent via United States mail, certified, return receipt requested. This offer shall state that it is made pursuant to this Article, and shall name the price, either market value or book value, whichever is higher, at which said stock is offered. The stockholders receiving such an offer pursuant to this Article may accept or reject the same, in writing, within ninety (90) days of the receipt of the offeror's written notice. Upon acceptance the purchase price, as per the offer, shall be deposited in escrow with a bona fide title company or practicing attorney. In the event that the offeror does not receive written notice of the acceptance, together with notice of the deposit of the purchase price in escrow, within ninety (90) days after said offer, the offeror shall be free to sell his or her stock for an amount equal to or greater than the price named in the written offer, and the offeror must find an individual desirous of purchasing said stock at the aforementioned price who shall be compatible with the unanimous approval of the shareholders selling his stock and the remaining shareholders, prior to a valid sale being effected. Each share of stock issued by the corporation shall bear the following legend: This Corporation's Certificates are subject to a Charter restriction and may not be transferred without strict compliance therewith.

IN WITNESS WHEREOF, the stockholders and subscribers have hereunto set their hands and seals this 14 day of June, 1995.

Marcia DelVecchio  
MARCIA DELVECCHIO, Incorporator

STATE OF New York }  
COUNTY OF New York } ss:

I HEREBY CERTIFY that this day personally appeared before me an officer duly authorized to administer oaths and take acknowledgments MARCIA DELVECCHIO, to me well known and known to be the person who is described in the foregoing Articles of Incorporation and who signed the same, and who acknowledged to me that he executed the same freely and voluntarily for the purposes expressed therein.

WITNESS my hand and seal this 14 day of June, 1995, at  
N.Y., N.Y.

Harvey Krauss  
Notary Public

My Commission Expires:

HARVEY KRAUSS  
NOTARY PUBLIC, State of New York  
No. 317361200  
Qualified in New York County  
Commission Expires March 20, 1997


**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

First--That M & L Consulting and Service, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Boca Raton, County of Palm Beach, State of Florida, has named Laurence J. Smith, Esq., located at 412 Southeast 18th Street, City of Ft. Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By   
LAURENCE J. SMITH  
Registered Agent

FILED  
95 JUN 21 PM 2:06  
CLERK OF DISTRICT COURT  
NORTH DAVENPORT, IOWA