

# F45000001161

**FITZGERALD & PORTUONDO, P.A.**

Grand Bay Plaza  
 2665 South Bayshore Drive  
 Suite M-103  
 Coconut Grove, Florida 33133

700001554187  
 -08/07/95--01049--018  
 \*\*\*\*122.50 \*\*\*\*122.50

**OFFICE USE ONLY**

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

**FILED**  
 95 AUG - 7 AM 9:03  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

- Walk in   
  Pick up time \_\_\_\_\_   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*1207 8895*

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
M - 103 CORP.

FILED  
95 AUG - 7 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a for-profit corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation.

ARTICLE I  
NAME

The name of the Corporation shall be M - 103 CORP.

Principal Address:  
Grand Bay Plaza  
2665 S. Bayshore Drive  
Suite M - 103  
Coconut Grove, Florida 33133

ARTICLE II  
PURPOSE

This corporation is organized for the purpose of operating and transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock.

ARTICLE V  
PREEMPTIVE RIGHTS

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

ARTICLE VI  
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation and the name of the registered agent of this corporation is:

Joseph J. Portuondo  
Grand Bay Plaza  
2665 S. Bayshore Drive  
Suite M - 103  
Coconut Grove, Florida 33133

ARTICLE VII  
BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as prescribed by the by-laws, but shall never be less than one (1). The director(s) of this corporation are:

Joseph J. Portuondo  
Grand Bay Plaza  
2665 S. Bayshore Drive  
Suite M - 103  
Coconut Grove, Florida 33133

ARTICLE VIII  
OFFICERS

The corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time. Such officers shall be elected by the Board of Directors. The Board may remove any or all of the officers from office, with or without cause, and at such time as the Board may determine. The names and addresses and positions of the persons who serve as the initial officers of the Corporation are as follows:

Joseph Portuondo  
President/ Secretary/ Treasurer  
Grand Bay Plaza  
2665 S. Bayshore Drive  
Suite M - 103  
Coconut Grove, Florida 33133

ARTICLE IX  
INCORPORATOR

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

Joseph Portuondo  
Grand Bay Plaza  
2665 S. Bayshore Drive  
Suite M - 103  
Coconut Grove, Florida 33133

ARTICLE X  
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI  
BY-LAWS

The Bylaws may be repealed or amended, and the Bylaws may be adopted, by either the Board of Directors or the Stockholders, but the Board of Directors may not amend or repeal any Bylaw adopted by Stockholders if the Stockholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE XII  
AMENDMENT OF THE ARTICLES OF INCORPORATION


These articles may be amended, altered, modified or revoked only upon the vote of the majority of the shareholders.

IN WITNESS WHEREOF, I have subscribed my name this 31st day of July, 1995.

  
\_\_\_\_\_  
JOSEPH J. PORTUONDO

**ACCEPTANCE BY  
REGISTERED AGENT**

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

  
\_\_\_\_\_  
**JOSEPH J. PORTUONDO**  
Registered Agent

**FILED**  
95 AUG - 7 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
                              )    ss:  
COUNTY OF DADE        )

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgements, personally appeared, Joseph Portuondo, to me known to be the person in and who executed the foregoing instrument and acknowledged before me that exercised the same.

WITNESS my hand and official seal in the county and state last aforesaid this 31<sup>st</sup> day of July, 1995.

*Carol Bender*

Signature NOTARY PUBLIC

State of Florida at Large



CAROL R. BENDER  
MY COMMISSION # CC 479877  
EXPIRES: July 12, 1999  
Bonded Thru Notary Public Underwriters

Name of Notary typed, printed or stamped

my Commission expires:

Personally known to me

Produced identification: \_\_\_\_\_  
type of identification