

P96 0000 34444

TRANSMITTAL LETTER

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

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SUBJECT: M.E.C. INVESTMENT, INC.  
(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
- \$78.75
- \$122.50
- \$131.25

FROM: MERVYN E. CUMBERBATCH  
Name (printed or typed)

9760 Glacier  
Address

Miramar, FL 33025  
City, State & Zip

(305) 819-5254  
Daytime Telephone number

FILED  
 96 APR 19 PM 2:10  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

*Mr. Cumberbatch  
called and asked  
me to find his articles  
and change the name  
to M.E.C. Investments, Inc.*

*BL 4/19/96*

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

*W96-8460*  
 REGISTER APR 19 1996

**ARTICLES OF INCORPORATION  
OF**

**M.E.C. INVESTMENTS, INC.  
(A FLORIDA CORPORATION)**

The undersigned subscriber(s) to these Articles of Incorporation, each a natural person(s) competent to contract, hereby associate together for the purpose of forming a corporation under the Florida Business Corporation Act, a corporation operating in accordance with and in manners pursuant to the applicable provision in Chapter 607, of the Statutes of the State of Florida relative to corporations, and hereby adopt(s) and agree(s) as follows:

**ARTICLE I**

**CORPORATE NAME**

The name of this corporation is:

**M.E.C. INVESTMENTS, INC.**

**ARTICLE II**

**CORPORATE LOCATION**

The place in this state where the principal office of the Corporation is to be located is: **9760 Glacier Drive**, in the City of **Miramar**, in the State of **Florida**, in the Zip Coded Area of **33025**, and in the County of **Broward**

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TALLAHASSEE, FLORIDA

### ARTICLE III

#### REGISTERED OFFICE AND AGENT

The street address and city of the initial registered office of the corporation is: **9760 Glacier Drive**, in the City of **Miramar**, in the State of **Florida**, in the Zip Coded Area of **33025**, and in the County of **Broward**. And the name of the registered agent at such address is: **Mervyn E. Cumberbatch**.

### ARTICLE IV

#### TERM OF EXISTENCE

The period of duration of this corporation is "perpetual", unless dissolved according to Florida law. corporate existence shall commence upon "**Filing with the Secretary of State.**"

### ARTICLE V

#### STOCK

The corporation is authorized to issue **1,000** shares (units) of "**No-par Value**" **Stock** bearing no stated or nominal value on the face of the stock certificate.

## ARTICLE VI

### PURPOSE

This corporation is organized for the purpose of engaging in any business permitted under the laws of the United States and the State of Florida and it shall have the power(s) to do all things necessary or convenient to carry out its business and affairs, including without limitation power:

- (1) To sue and be sued, complain, and defend in its corporate name;
- (2) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (3) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (4) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (5) To lend money to, and use its credit to assist, its officers and employees in accordance with s. 607.0833;
- (6) To purchase, receive, subscribe for, or otherwise acquire; own,

hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;

- (7) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage of pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion,

or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

- (8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (9) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
- (10) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
- (11) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (12) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (13) To transact any lawful business that will aid governmental policy;
- (14) To make payments or donation or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

- (15) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;
- (16) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
- (17) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

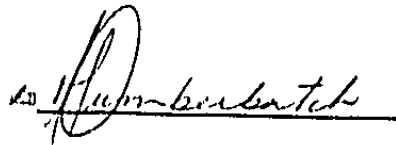
## **ARTICLE VII**

### **INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is/are:

Name	Address
1. Meryn E. Cumberbatch	9760 Glacier Drive Miramar, Fl. 33025

The undersigned incorporator(s) has/have executed these  
Articles of Incorporation this 18 day of April,  
1996.

  
\_\_\_\_\_

Mervyn E. Cumberbatch



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

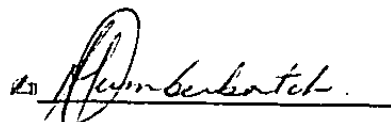
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:  
M.E.C. INVESTMENTS, INC.
2. The name and address of the registered agent and office:  
MERVYN E. CUMBERBATCH  
9760 Glacier  
Miramar, FL 33025

FILED  
06 APR 19 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 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.

Date 4/18/1996

  
Mervyn E. Cumberbatch