

P97000059063

July 3, 1997

DEPARTMENT OF STATE  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

700002231277--4  
-07/07/97--01102--001  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Filing a profit corporation **MECO TOOLS, INC.**

700002231277--4  
-07/07/97--01102--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sirs:

We are enclosing the Articles of Incorporation for **MECO TOOLS, INC.** Please, find also two money orders for a total of \$78.75 (Filing fee, Designation of Registered Agent and Certificate of Status fees). Thank you.

Sincerely,

*M. Menasche*

Morris Menasche  
1112 Weston Road, Suite 104  
Weston, FL 33326  
(954)385-9636

JUL 8

*BSB*

FILED  
97 JUL -7 AM 8:31  
STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**MECO TOOLS, INC.**

**FILED**  
97 JUL -7 AM 8:31  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the Following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**MECO TOOLS, INC.**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz.:

- a. Development and sales of marketing, training and educational materials, and
- b. To conduct and operate any and all other kind of business or affairs authorized by the laws of the State of Florida and of the United States of America.

**ARTICLE III**

**CAPITAL STOCK**

The capital stock of this corporation shall be 100 shares, having NO par value. All of said stock shall be payable in cash, equipment, property, real or personal, labor or service in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

#### **ARTICLE IV**

##### **CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be no less than \$500.00

#### **ARTICLE V**

##### **CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law.

#### **ARTICLE VI**

##### **PRINCIPAL PLACE OF BUSINESS**

The principal place of business of said corporation shall be at 1112 Weston Road, Suite 104, Weston, Florida 33326, with the privilege of having branch offices at other places within or without the State of Florida. The Board of Directors may, from time to time, move the principal office to any other address.

#### **ARTICLE VII**

##### **NUMBER OF DIRECTORS**

The number of directors of this corporation shall be not less than 1 and no more than 5. The number of directors may be increased or diminished, from time to time, by by-laws adopted by the stockholders.

#### **ARTICLE VIII**

##### **DIRECTORS**

The names and post office addresses of the First Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be:

##### **NAME**

##### **ADDRESS**

Morris Menasche  
Jaime Costa

1112 Weston Road, Suite 104, Weston, FL 33326  
15476 N.W. 77th Court, Suite 335, Miami Lakes, FL 33016

## **ARTICLE IX**

### **SUBSCRIBERS**

The names and addresses of the initial subscribers signing these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefor is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>SHARES</u></b>	<b><u>CONSIDERATION</u></b>
Morris Menasche	1112 Weston Road, Ste 104 Weston, FL 33326	50	\$250
Jaime Costa	15476 N.W. 77 Court, Ste 335 Miami Lakes, FL 33016	50	\$250

## **ARTICLE X**

### **AMENDMENT OF ARTICLES**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate by-laws, so long as same does not conflict with the Florida Statutes.

## **ARTICLE XI**

### **REGISTERED AGENT**

The name and address of the initial registered agent of the Corporation shall be:

Morris Menasche  
1112 Weston Road, Suite 104  
Weston, FL 33326

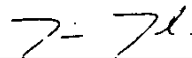
## **ARTICLE XII**


### **OFFICERS**

The names and addresses of the officers who will serve until the first election of appointment under these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION</u>
Morris Menasche	1112 Weston Road, Ste 104 Weston, FL 33326	President/Treasurer
Jaime Costa	15476 N.W. 77 Ct. , Ste 335 Miami Lakes, FL 33016	Vice-President/Secretary

IN WITNESS WHEREOF, WE the undersigned, being each of the original subscribers to the capital stock herein above named, for the purposes of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the stated are true, and do respectfully agree to take the number of shares herein above set forth, and hereunto set our hands and seal, this 7th day of July, 1997.

  
\_\_\_\_\_  
Morris Menasche

  
\_\_\_\_\_  
Jaime Costa

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97 JUL -7 AM 8:31

TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISION OF SECTION 607.0501, 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 **MECO TOOLS, INC.**
2. The name and address of the registered agent and office are:

**Morris Menasche  
1112 Weston Road, Suite 104  
Weston, FL 33326**

*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.*

*M- Ml.*  
*Morris Menasche*

July 7, 1997

**DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314**