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September 15, 1997

Ms. Bobbie Cox Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Re: New Filing: M CUBED CORPORATION

Dear Ms. Cox,

Enclosed pleased find ARTICLES OF INCORPORATION (and a copy thereof) and CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE for M CUBED CORPORATION.

Additionally, please find check #1669 in the amount of \$131.25 as per your instructions for the filing fees and the certified copies.

Should you have any questions or concerns, please do not hesitate to contact me at (305)567-2428.

Sincerely,

KEVIN J. DEEB. P. A.

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Kevin L. Deeb, Esq.

KLD/gd Enclosure

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#### ARTICLES OF INCORPORATION

**OF** 

#### M CUBED CORPORATION

#### **A PROFIT CORPORATION**

The Undersigned, desiring to form a Profit Corporation in accordance with Chapter 607, Florida Statutes, entitled Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

Article I NAME

The name of the corporation is MCUBED CORPORATION.

#### Article II PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

## Article III CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of Fifty Dollars (\$50.00) per share.

## Article IV CAPITALIZATION

The amount of capital with which the corporation will begin business is not less than One Thousand Dollars (\$1,000.00).

#### Article V DURATION

The term of existence of the corporation is perpetual unless sooner dissolved according to law, and its existence shall commence upon filing.

#### Article VI PRINCIPAL OFFICE

The initial street address of the corporation's principal office is:

13921 S.W. 106<sup>th</sup> Street Miami, Florida 33186

## ARTICLE VII INCORPORATORS

The name and address of the incorporator is:

Alina Muir-Venerio 8184 S.W. 163<sup>rd</sup> Court Miami, Florida 33193

## ARTICLE VIII DIRECTORS

The initial board of directors of the Corporation shall consist of the following three (3) members. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's bylaws.

The names and addresses of the initial directors of the first board of directors are:

Alina Muir-Venerio 8184 S.W. 163<sup>rd</sup> Court Miami, Florida 33193

William D. Muir 13921 S.W. 106<sup>th</sup> Street Miami, Florida 33186

Humberto Martinez, Junior 7130 S.W. 43<sup>rd</sup> Street Miami, Florida 33155

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

#### ARTICLE IX OFFICERS

The initial officers of the Corporation shall consist of the following three (3) members. Changes made to the officers holding such office and/or the number of offices held shall be made by amendment to the Corporation's bylaws.

The names and addresses of the officers of the Corporation are:

PRESIDENT:

William D. Muir

13921 S.W. 106 Street Miami, Florida 33186

VICE-PRESIDENT:

Alina Muir-Venerio

8184 S.W. 163<sup>rd</sup> Court Miami, Florida 33193

SECRETARY:

Humberto Martinez, Junior

7130 S.W. 43<sup>rd</sup> Street Miami, Florida 33155

## ARTICLE X REGISTERED OFFICE

The street address of the initial registered office of the Corporation is:

3211 Ponce de Leon Boulevard

Suite 202

Coral Gables, Florida 33134

The name of the registered agent at such address is:

Kevin L. Deeb, Esq.

#### ARTICLE XI PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

#### ARTICLE XII CORPORATE POWERS

The Corporation shall have all the rights and powers now or hereafter conferred on profit corporations by the laws of the State of Florida.

#### ARTICLE XIII BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by unanimous vote of the shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such bylaws.

#### ARTICLE XIV DISSOLUTION

The Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

#### ARTICLE XV INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

## ARTICLE XVI REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporators. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

## ARTICLE XVII RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the stockholders shall be subject to this reservation.

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS 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.

The name of the corporation is MCUBED CORPORATION

2. The name and address of the registered agent and office is:

KEVIN L. DEEB, Esq. 3211 Ponce de Leon Boulevard Suite 202 Coral Gables, FL 33134 SECRETARY OF STATES OF STA

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 am familiar with and accept the obligations of my position as registered agent.

(SIGNATURE)

(DATE)

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