

P97000095482

**Memorandum**

To: Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

From: Ben McLaren  
4714 N. Habana Ave.,  
Suite 2213,  
Tampa, Florida 33614

600002340646--9  
-11/06/97--01096--017  
\*\*\*132.00 \*\*\*132.00

Date: October 28, 1997

Subject: Articles of Incorporation

---

Attached to this memorandum are two copies of the Articles of Incorporation for **MercaGroup, Inc.**, and a check in the amount of \$132.00. Please file one copy with your agency and return a file-stamped copy to the enclosed stamped, self-addressed envelope.

FILED  
97 NOV -6 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97-11-7-97

FILED

97 NOV -6 AM 11:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **Articles of Incorporation**

### **Article 1 - NAME**

- 1.1 The name of this corporation is **MercaGroup, Inc.**

### **Article 2 - PURPOSE**

- 2.1 The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the United States, laws of the State of Florida, and the Laws of any state or country within which it transacts business.

### **Article 3 - DURATION**

- 3.1 This corporation shall have perpetual existence.

### **Article 4 - COMMENCEMENT**

- 4.1 This corporation shall commence upon the filing of the Articles of Incorporation by the Department of State.

### **Article 5 - POWERS**

- 5.1 This corporation shall have all powers necessary or convenient to effect its purposes.

### **Article 6 - CAPITAL STOCK**

- 6.1 This corporation is presently authorized to issue a total number of one million (1,000,000) shares of Common Stock at \$ .01 par value.

- 6.2 The Common Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any wholly unissued series of Common Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

## **Article 7 - LIABILITY OF DIRECTORS**

7.1 The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

7.2 This corporation is authorized to provide indemnification of agents for breach of duty to the corporation and its shareholders through bylaw provisions or through Agreements with the agents, or through shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by Article 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Article 204 of the Corporations Code.

## **Article 8 - INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of this corporation is:

**4714 N. Habana Ave., Suite 2213, Tampa, Florida 33614**

The name of the initial registered agent of this corporation at that registered office is

**Alan J. Berrojo**

## **Article 9 - CORPORATION'S PRINCIPAL OFFICE**

The Corporation's principal office is located at the following address:

**MercaGroup, Inc.  
4714 N. Habana Ave., Suite 2213, Tampa, Florida 33614**

## **Article 10 - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of the corporation shall be comprised of 4 Members, who's name, title, and street address is as follows:

**Alan J. Berrojo                      4714 N. Habana Ave., Suite 2213, Tampa, Florida 33614**  
**Managing Partner/Director**

**Ben A. McLaren                      1507 Chepacket Street, Brandon, FL 33511**  
**Managing Partner/Director**

**Brenda E. Santos-Lopez              6623 N. Hubert Ave., Tampa, FL 33614**  
**Managing Partner/Director**

**Joseph D. Berrojo                      5927 Crystalview Dr., Orlando, FL 33819**  
**Managing Partner/Director**

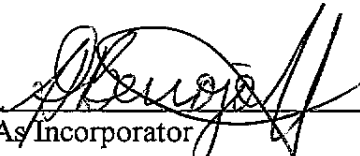
**Article 11 - INCORPORATORS**

10.1 We hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

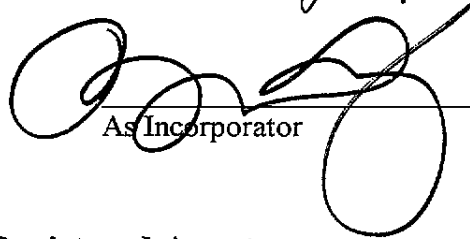
**Alan J. Berrojo**  
**Ben A. McLaren**  
**Brenda E. Santos-Lopez**  
**Joseph D. Berrojo**

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, as incorporator of this corporation has executed these Articles of Incorporation this 27<sup>th</sup> Day of October 1997.

  
As Incorporator

  
As Incorporator

  
As Incorporator

  
As Incorporator

**Acceptance of Registered Agent**

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

By:   
Alan Berrojo, As Registered Agent

FILED  
97 NOV -6 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA