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Requestor's Name

Michael Maiorella  
2135 8th Avenue North  
St. Petersburg, FL 33713

#

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 10, 1997

MICHAEL MAIORELLA  
2135 8TH AVENUE NORTH  
ST. PETERSBURG, FL 33713

SUBJECT: MCM INTERNATIONAL, INC.  
Ref. Number: W97000025421

We have received your document for MCM INTERNATIONAL, INC. and your check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 488-6925.

Barbara Brock  
Document Specialist

Letter Number: 197A00054107

# CERTIFICATE OF INCORPORATION OF

MCM International, Inc.

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

## FIRST IDENTIFICATION

MCM International, Inc.

The name of the corporation, hereinafter referred to as the "Corporation," is

## SECOND PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

## THIRD REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 2138 9th Avenue North, St. Petersburg, FL 33713  
and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is Michael Maiorella, 2138 9th Avenue North, St. Petersburg, FL 33713

## FOURTH PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of ~~Delaware~~ Florida.

## FIFTH SHARES

The total authorized capital stock of the Corporation is One thousand (1,000) shares having a Par Value of .01. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

## SIXTH INCORPORATOR'S ADDRESS

The name and post office address of the Incorporator of the Corporation is as follows:  
Michael Maiorella

2135 8th Avenue NorthSt. Petersburg, FL 33713

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SEVENTH  
DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Michael Maiorella - Chairman and President  
2135 8th Avenue North  
St. Petersburg, FL 33713

Mary Maiorella - Treasurer  
2135 8th Avenue North  
St. Petersburg, FL 33713

Angelo Cappelli - Vice President  
955 Live Oak Terrace North East  
St. Petersburg, FL 33703

EIGHTH  
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be Friday, October 31, 1997

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of

Friday, October 31, 1997

Michael Maiorella



(Incorporator)

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

*Pursuant to the provisions of sections 607.0501 or 617.0501, 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: MCMI International, Inc.

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

Michael Maiorella

(Name)

2138 9<sup>th</sup> Avenue North

(P.O. Box NOT acceptable)

St. Petersburg, FL 33713

(City/State/Zip)

*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.*

SIGNATURE

Michael Maiorella

DATE

11/19/97

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TALLAHASSEE, FLORIDA

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