

OFFICE USE ONLY (Document #)

HAZARDUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

100002440691--9

-02/25/98-01073-012

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

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

1. MEMORIAL MERCHANDIZE & SERVICES  
(Corporation Name) (Document #)

2. CENTER, INC.  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)



Walk in



Pick up time

2.00



Certified Copy



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Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

RECEIVED 98 FEB 19 PM 12:28  
DIVISION OF CORPORATION  
98 FEB 19 AM 11:55 SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

-----1-----

CERTIFICATE OF INCORPORATION  
OF  
MEMORIAL MERCHANDISE & SERVICES CENTER, INC.

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FILED  
98 FEB 19 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I (We) the undersigned, do to hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions

\*\*\*\*\*ARTICLE ONE\*\*\*\*\*

The name of the corporation shall be:

MEMORIAL MERCHANDIZE & SERVICES CENTER, INC.

\*\*\*\*\*ARTICLE TWO\*\*\*\*\*

The corporation may engage in any activity or business permitted under the Laws of the United States of America and of the State of Florida.

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## \*\*\*\*\*ARTICLE THREE\*\*\*\*\*

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be Five Hundred (500) of stocks which shall be common stock par value of One (\$1.00) Dollar per share.

All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true value thereof.

## \*\*\*\*\*ARTICLE FOUR\*\*\*\*\*

This corporation shall begin business with a minimum capital of the amount of Five Hundred (500) Dollars.

## \*\*\*\*\*ARTICLE FIVE\*\*\*\*\*

This corporation shall have perpetual existence.

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## \*\*\*\*\*ARTICLE SIX\*\*\*\*\*

The principal office of the Corporation shall be located at:

3834 LA PLAYA BLVD.  
COCONUT GROVE, FL 33133

Other office for transaction of business may be located wherever the Directors may deem necessary or expedient.

## \*\*\*\*\*ARTICLE SEVEN\*\*\*\*\*

The business of the Corporation shall be managed by a Board of Directors, who need to be stockholders of the Corporation.

The number of the Directors, not less than one, shall be fixed by resolution or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

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## \*\*\*\*\*ARTICLE EIGHT\*\*\*\*\*

The names and post office addresses of the members of the Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:


BOARD OF DIRECTORS:	NAME	ADDRESS
PRESIDENT	JUAN L. RAMOS	3834 LA PLAYA BLVD. COCONUT GROVE, FL. 33133

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## \*\*\*\*\*ARTICLE NINE\*\*\*\*\*

The name and post office addresses of each of the subscribers to this Certificate of Incorporation and the number of shares of stock which subscriber agree to take, are as follows:

SUBSCRIBERS

  
JUAN L. RAMOS

JUAN L. RAMOS

SHARES  
100

## \*\*\*\*\*ARTICLE TEN\*\*\*\*\*

THIS CORPORATION SHALL HAVE FULL POWER TO CARRY ON AND TRANSACT EACH OF ALL OF THE BUSINESSES ENUMERATED IN ARTICLE TWO OF THE CERTIFICATE, AND SHALL HAVE ALL THE GENERAL AND ADDITIONAL POWERS NOW AND HEREAFTER CONFERRED UPON BY LAW.

## \*\*\*\*\*ARTICLE ELEVEN\*\*\*\*\*

THIS CORPORATION SHALL HAVE THE POWER TO ISSUED THE WHOLE OR ANY PART DETERMINED BY THE BOARD OF DIRECTORS. OF THE SHARES OF THE CAPITAL STOCKS AS PARTLY PAID, SUBJECT TO CALLS THEREON UNTIL THE WHOLE THEREOF SHALL BEEN PAID.

## \*\*\*\*\*ARTICLE TWELVE\*\*\*\*\*

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law on this certificate otherwise. Any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors.

All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

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\*\*\*\*\*ARTICLE THIRTEEN\*\*\*\*\*

The corporation does hereby designate to the following address  
as its principal office:

The corporation does hereby designate:

JUAN L. RAMOS

AS ITS RESIDENT AGENT



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CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

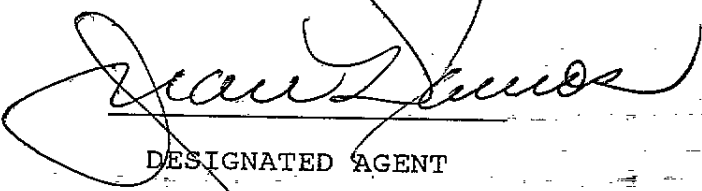
MEMORIAL MERCHANDISE & SERVICES CENTER, INC.

desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at:

STATE OF FLORIDA AS NAME AS: JUAN L. RAMOS, LOCATED AT LA PLAYA BLVD., COCONUT GROVE, FL 33133 GROVE, FL 33133 OF DADE AS ITS AGENT TO ACCEPT SERVICES OF THIS STATE.

ACKNOWLEDGMENT: (MUST SIGNED BY DESIGNATED AGENT)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE OF CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

  
DESIGNATED AGENT

FILED  
98 FEB 29 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA