

P9900030975

Requestor's Name

C.A.P. Engineering Consultants, Inc.

100 Miracle Mile Suite 300 Coral Gables, Florida 33134

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****78.75 ****78.75

Office Use Only

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

1. MGT CONSULTANTS, INC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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

PH 4/5/99 ✓

ARTICLES OF INCORPORATION
OF
MGT Consultants, INC.

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TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of this corporation shall be MGT Consultants, Inc.

ARTICLE TWO

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE THREE

This corporation is authorized to issue 600 shares of stock with a par value of \$1.00.

All of said stock shall be payable in cash, real or personal property, labor or services in lieu of cash at a just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he/she already holds, every stockholder of this corporation shall have the preemptive right to purchase his/her pro-rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of these provisions.

ARTICLE FOUR

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE FIVE

The initial principal place of business of this corporation shall be at 5830 SW 93rd CT Miami, FL 33173: with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent for the corporation shall be Nelson Sabbagh, 5830 SW 93rd CT. Miami, FL 33173.

ARTICLE SIX

This corporation shall have one (1) Director initially. The number shall be fixed by the by-laws and may be changed from time to time.

Articles of Incorporation

ARTICLE SEVEN

The name and address of the first Director of the corporation, who shall hold office for the first year or until a successor is named is:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Nelson Sabbagh	President	5830 SW 93 rd CT. Miami, Florida 33173

ARTICLE EIGHT

The name and address of the incorporators are: Nelson Sabbagh, 5830 SW 93rd CT. Miami, FL 33173

ARTICLE NINE

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or any majority thereof, and any director of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum for any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he/she was not such a director or officer of such other corporation or not so interested.

ARTICLE TEN

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the Laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 26 day of March 1999

Nelson Sabbagh

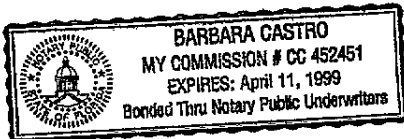
STATE OF FLORIDA }
 } SS:
COUNTY OF MIAMI-DADE}

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Nelson Sabbagh, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn, acknowledged under oath that he executed same for the purpose therein expressed.

WITNESS my hand and Official Seal in the State and County aforesaid, this 26 day of March, 1999.

MY COMMISSION EXPIRES:



Barbara Castro
NOTARY PUBLIC, State of Florida
Barbara Castro
Printed name of Notary

CONSENT OF RESIDENT AGENT

HAVING BEEN NAMED Resident Agent of this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.

Nelson Sabbagh
Nelson Sabbagh, Resident Agent
5830 SW 93rd CT.
Miami, FL 33173