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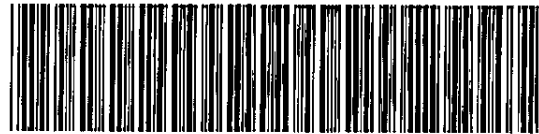
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05 MAY 13 AM 9:00  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

J. Shivers MAY 13 2005

52122-505

# TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Ransom & Associates, Inc.  
**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed is an original and one(1) copy of the articles of incorporation and a check for

\$78.75  
Filing Fee

\$87.50  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Ray A. Ransom, Ph.D.  
Name (Printed or typed)

1513 Lake Crystal Drive, Suite F  
Address

West Palm Beach, Florida 33411  
City, State & Zip

(561) 255-5499  
Daytime Telephone number

05 MAY 13 AM 9:00  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
OF  
R.A. RANSOM & ASSOCIATES, INC.

Article 1

NAME

The name of the corporation shall be R.A. Ransom & Associates  
Inc.

Article 2

PRINCIPAL OFFICE

The corporation's principal office in the State of Florida is located at 1513 Lake Crystal Drive, Suite F, West Palm Beach, Florida 33411. The corporation may conduct all or part of its business in any part of the State of Florida or elsewhere as from time to time designated by the board of directors, or by the bylaws of said corporation.

Article 3

PURPOSE

Section 3.01. The purpose for which this corporation is organized is to engage in any lawful activity.

Section 3.02. *Initial Business.* The corporation initially intends to engage in all aspects of the consulting business.

Article 4

CAPITAL STOCK

The corporation shall have the authority to issue one class of stock. The classification and par value of each share shall be as follows: "5000 Shares of Common Stock without Par Value, designated as Class A Common Stock."

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DIVISION OF CORPORATIONS  
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Article 5

THE BOARD OF DIRECTORS

Section 5.01. *Powers of the Board of Directors.* The governing Board of this corporation shall be known as Directors. The Directors need not be Stockholders of the corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting, or such other time as the Bylaws may provide and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution(s) passed by a majority of the whole Board, designate one or more committees, which to the extent provided in said resolution(s) or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee(s) shall have such name(s) as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter or repeal the Bylaws of this corporation or any article therein.

Section 5.02. *Number of Directors.* The number of Directors may from time to time be increased or decreased in such a manner as shall be provided by the Bylaws of this corporation, providing that the number of Directors conform to the Statutes of the Corporation Law of this state.

The Initial Board of Directors shall consist of 1 in number. The name and post office address of the person who is to serve as Director until the first annual meeting of the Stockholders, or until the successors are elected and qualified is: Ray A. Ransom, Ph.D. (Director, President, Secretary, Treasurer), 1513 Lake Crystal Drive, Suite F, West Palm Beach, Florida 33411.

Article 6

REGISTERED AGENT

The name and post office address of the initial Registered Agent for the corporation is: Ray A. Ransom, Ph.D., 1513 Lake Crystal Drive, Suite F, West Palm Beach, Florida 33411.

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Ray A. Ransom

Signature/Registered Agent

4/29/05

Date

Article 7

INCORPORATOR

The name and post office address of the incorporator signing the Articles of Incorporation is as follows: Ray A. Ransom, Ph.D. 1513 Lake Crystal Drive, Suite F, West Palm Beach, Florida 33411

Article 8

PRIVATE PROPERTY

The private property of Shareholders, Directors, Officers, employees and/or Agents of the Corporation shall be forever exempt from all corporate debts of any kind whatsoever.

Article 9

RIGHT TO INDEMNIFICATION

The corporation shall indemnify any person made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that he/she, his/her testator or intestate is or was a Director, Officer or employee of the corporation, or of any corporation which he/she served in such capacity at the request of the corporation, against the reasonable expenses, including attorney's fees, actually and reasonably incurred by him/her in connection with the defense of the action, suit or proceeding or in connection with any appeal in it. This right of indemnification shall not apply: to any action, suit or proceeding under the Securities Act of 1933 except payment of expenses incurred in the successful defense of this action, suit or proceeding; in relation to matters as to which the Director, Officer or employee shall be adjudged in the action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation or to the corporation of which he/she was a Director, Officer or employee; or in relation to matters in any such action, suit or proceeding that are settled or compromised. The right of indemnification conferred by this article shall not restrict the power of the corporation to make any indemnification permitted by law.

Article 10

DURATION

The corporation is said to have perpetual existence.

Article 11

FISCAL YEAR

The fiscal year of the corporation shall be from January 1 to December 31 each year.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 29<sup>th</sup> day of April, 2005.

Ray A. Ransom

Incorporator

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 MAY 13 AM 9:00