

ARTICLE I

FILED
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CLERK OF SUPERIOR COURT
MARIETTA, GEORGIA

ARTICLE I

ARTICLE I

The name of this corporation shall be "Adams Scollin RichesSES, INC."

ARTICLE I

NAME

The name of this corporation is Adams Scollin RichesSES, INC. ("the Corporation").

PERIOD OF EXISTENCE

The principal address of the Corporation is 1200 Birch Lake Parkway, Suite 200, Marietta, Georgia 30133.

The mailing address of the Corporation is 1200 Birch Lake Parkway, Suite 200, Marietta, Georgia 30133.

ARTICLE III

REGISTERED OFFICE (AND) AGENTS

The address of the initial registered office of the Corporation is 1200 Birch Lake Parkway, Suite 200, Marietta, Georgia 30133 and the name of the initial registered agent of the Corporation at such address is Adams Scollin RichesSES, INC.

ARTICLE II

CURATORSHIP

The duration of this Corporation is perpetual.

ADAMS
SCOLLIN RICHESSES
1200 BIRCH LAKE
PARKWAY, SUITE 200
MARIETTA, GEORGIA 30133

1200 BIRCH LAKE PARKWAY, SUITE 200, MARIETTA, GEORGIA 30133
TEL: 404-585-1100 FAX: 404-585-1101

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ARTICLE IV

PROVISIONS

The powers and purposes of the Michigan State Corporation are:

(1) To do any and all business of any kind or operation that may be necessary or convenient to the efficient operation of the Corporation.

(2) To do all such other things as may be necessary or convenient to the efficient operation of the Corporation.

ARTICLE V

PROVISIONS OF THE CORPORATION

The Corporation shall have the same powers, privileges and immunities as a corporation, and shall have the same rights and powers as a corporation, and shall be subject to the same liabilities and obligations as a corporation.

ARTICLE VI

PROVISIONS OF THE CORPORATION

The aggregate number of shares of common stock of the Corporation shall be 1,000,000 (one million) shares of common stock. Each share shall have a par value of \$1.00 (one dollar) and a value of \$1.00 (one dollar). The aggregate number of shares of common stock of the Corporation shall be 1,000,000 (one million) shares of common stock.

All the shares of the common stock shall be authorized with such other terms and conditions as may be determined by the Board of Directors. The shares of common stock shall be authorized with such other terms and conditions as may be determined by the Board of Directors. The shares of common stock shall be authorized with such other terms and conditions as may be determined by the Board of Directors. The shares of common stock shall be authorized with such other terms and conditions as may be determined by the Board of Directors.

ADMINISTRATIVE SERVICES
1200 PARKWAY
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The Board of Directors of the Corporation may, in its discretion, authorize the issuance of any shares of common stock of the Corporation to any person who is a bona fide employee, officer, director, or shareholder of the Corporation, or to any person who is a bona fide employee, officer, director, or shareholder of any subsidiary of the Corporation, or to any person who is a bona fide employee, officer, director, or shareholder of any company in which the Corporation has an ownership interest, or to any person who is a bona fide employee, officer, director, or shareholder of any company in which the Corporation has an ownership interest, or to any person who is a bona fide employee, officer, director, or shareholder of any company in which the Corporation has an ownership interest, or to any person who is a bona fide employee, officer, director, or shareholder of any company in which the Corporation has an ownership interest.

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ARTICLE VII

REGISTRATION OF COMMON STOCK

The Corporation shall have the right to require any person who is a bona fide employee, officer, director, or shareholder of the Corporation, or to any person who is a bona fide employee, officer, director, or shareholder of any subsidiary of the Corporation, or to any person who is a bona fide employee, officer, director, or shareholder of any company in which the Corporation has an ownership interest, or to any person who is a bona fide employee, officer, director, or shareholder of any company in which the Corporation has an ownership interest, or to any person who is a bona fide employee, officer, director, or shareholder of any company in which the Corporation has an ownership interest, to register the common stock of the Corporation which he or she owns or controls with the appropriate state or federal authorities.

ARTICLE VIII

BYLAWS

The Board of Directors of the Corporation shall have the power, without the assent or approval of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, and to authorize any person or persons to make, alter, amend or repeal the Bylaws of the Corporation, and to authorize any person or persons to make, alter, amend or repeal the Bylaws of the Corporation, and to authorize any person or persons to make, alter, amend or repeal the Bylaws of the Corporation.

ADAM SCULLINARI, PRESIDENT
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ARTICLE D

DIRECTORS

The Director of the Corporation shall be selected, appointed and removed from office by the majority vote of the shareholders and shall serve as specified in the By-Laws of the Corporation. The number of Directors constituting the Board of Directors of the Corporation shall be determined in accordance with the By-Laws, but shall not be less than three (3). The number of Directors constituting the initial Board of Directors is (1). The names and addresses of the persons who shall serve as members of the initial Board of Directors is:

Walter Winters

c/o 2201 Eridwell Avenue
Suite 900
Miami, Florida 33131

The officers of the Corporation shall be selected, appointed and removed from office by the majority vote of the Board of Directors and shall serve as specified in the By-Laws of the Corporation. The following persons (if any) shall serve as the initial officers of the Corporation and shall hold their offices until the date specified in their names until their successors are duly elected and appointed:

Office

Name

Address

President
Secretary
Treasurer

Walter Winters

c/o 2201 Eridwell Avenue
Suite 900
Miami, Florida 33131

ARTICLE E

EXECUTIVE OFFICERS

The Executive Officers of the Corporation shall be selected, appointed and removed from office by the Board of Directors and shall serve as specified in the By-Laws of the Corporation.

ARTICLE F

AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the By-Laws of the Corporation, and may amend or change the same in any manner provided that the amendments shall not conflict with or be in violation of any law or regulation.

ADAMS
HULLMAN
(81) LEBENS
Professionals Association

1200 DEARBORN AVENUE SUITE 900 PIMMUT, FLORIDA 33131
TEL: (305) 654-1111 FAX: (305) 654-1111

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