

4/12/2019

Division of Corporations

Florida Department of State

Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
MOMENTS GROUP, INC.

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**ARTICLES OF INCORPORATION
OF
MOMENTS GROUP, INC.**

ARTICLE I

Name

The name of the corporation is Moments Group, Inc. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 1900 North Bayshore Drive, Unit 2811, Miami, Florida 33132.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	Common

ARTICLE IV

Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 1900 North Bayshore Drive, Unit 2811, Miami, Florida 33132, and its initial registered agent at such office is Mr. Todd P. Linden.

ARTICLE V

Board of Directors; Officers

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors shall be one, and the name and address of the member of the initial Board of Directors who is to serve as the Corporation's sole director until a successor is duly elected and qualified is:

Todd P. Linden
1900 North Bayshore Drive
Unit 2811
Miami, Florida 33132

The following persons shall serve as the initial officers of the Corporation until their successors are duly elected and qualified:

President, Treasurer and Secretary Todd P. Linden

ARTICLE VI

Incorporator

The name of the Incorporator is Mr. Todd P. Linden, and the address of the Incorporator is 1900 North Bayshore Drive, Unit 2811, Miami, Florida 33132.

ARTICLE VII

Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter. Any indemnification by the Corporation in favor of any officer or director or other indemnified party shall be fully subordinate to the Loan and shall not constitute a claim against the Corporation in the event that insufficient funds exist to pay all its obligations to its creditors.

ARTICLE VIII

Conflict

In the event of a conflict between these Articles of Incorporation and the Bylaws of the Corporation, these Articles of Incorporation shall control.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this April 12, 2019.

By: /s/ Todd P. Linden
Todd P. Linden
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, Mr. Todd P. Linden, having been named the Registered Agent of Moments Group, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

April 12, 2019

By: /s/ Todd P. Linden
Todd P. Linden