

TRANSMITTAL LETTER

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

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-05/29/01--01157--019
*****78.75 *****78.75

SUBJECT: 5AM GROUP INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: MARK FREEDMAN
Name (Printed or typed)

9563 PARKVIEW AVE
Address

BOCA RATON FL 33428
City, State & Zip

561-347-9886
Daytime Telephone number

2001 MAY 29 PM 1:20
STATE OF FLORIDA
TALLAHASSEE

FILED

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

6/5/01

Articles of Incorporation

Of

5AM Group Inc.

FILED
2001 MAY 29 PM 1:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I
NAME and PRINCIPAL OFFICE

The name of this corporation shall be **5AM Group, Inc.**, and the principal place of business and selling address of this corporation shall be:

**9563 Parkview Avenue
Boca Raton, Florida 33428**

ARTICLE II
DURATION

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 III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV **CAPITALIZATION**

The capital stock authorized, the per 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>
3000	\$1.00	Common

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

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

ARTICLE V **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be at:

**9563 Parkview Ave
Boca Raton, Florida 33428**

with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be **Mark Freedman**.

ARTICLE VI
INITIAL DIRECTORS

The number of directors may be increased or decreased but shall not be less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names and addresses of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Mark Freedman

**9563 Parkview Ave
Boca Raton, Florida 33428**

Robert Sack

**9557 Parkview Avenue
Boca Raton, Florida 33428**

Dennis Shuman

**Unit G-105
6904 Willow Wood Drive
Boca Raton, Florida 33434**

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is:

**Mark Freedman
9563 Parkview Ave
Boca Raton, Florida 33428**

ARTICLE VIII
DIRECTOR CONFLICT OF INTEREST

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 pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at 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 such director were not such a director or officer of such other corporation, or not so interested.

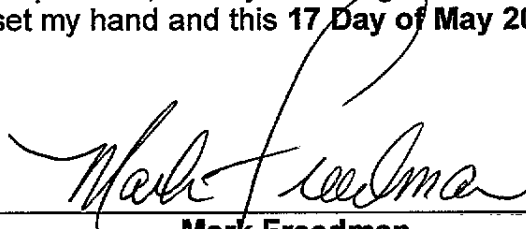
ARTICLE IX
NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE X
INDEMNIFICATION

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

IN WITNESS WHERE OF, I, the undersigned, being the Incorporator herein before 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 that the facts herein stated are true and hereunto set my hand and this **17 Day of May 2001**.



Mark Freedman
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA,
NAME AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida,

5AM Group, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at

9563 Parkview Avenue, Boca Raton, Florida 33428 in the City of Boca Raton, State of Florida, 33428,

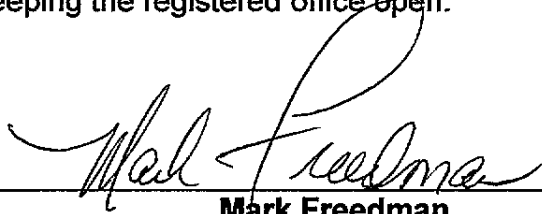
has named

Mark Freedman, 9563 Parkview Avenue, Boca Raton, Florida 33428 in the City of Boca Raton, State of Florida, 33428

as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent and to comply with the provisions of Florida law relative to keeping the registered office open.



Mark Freedman
Registered Agent

Dated: this 17 day of May, 2001.

2001 MAY 29 PM 1:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA