

Division of Corporations

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No1000006519

## Florida Department of State

Division of Corporations  
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Katherine Harris, Secretary of State

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## FLORIDA NON-PROFIT CORPORATION

Accredited Capital Network, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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STATE OF FLORIDA  
NON-PROFIT CORPORATION  
ARTICLES OF INCORPORATION  
OF  
ACCREDITED CAPITAL NETWORK, INC.

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The undersigned acting as sole incorporator of a corporation under Chapter 617, Florida Statutes, as amended, adopts the following Articles of Incorporation for such corporation:

**FIRST:** The name of the corporation is Accredited Capital Network, Inc. The principal office and mailing address of the corporation shall initially be located at 4950 Communication Avenue, Suite 900, Boca Raton, Florida 33431.

**SECOND:** The period of its duration is perpetual.

**THIRD:** The corporation is organized and shall be operated as for any lawful purpose or purposes not for pecuniary profit which purposes shall include but shall not be limited to: educating accredited investors and early stage companies and conducting educational seminars, forums and classes.

**FOURTH:** Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Directors.

(c) The affairs and business of the corporation shall be managed by a Board of Directors having not less than three (3) nor more than five (5) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, shall be as defined and established by the by-laws of the corporation.

(d) Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

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(c) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth.

(f) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors.

FIFTH: The street address of the initial registered office of the corporation is c/o One North Clematis Street, Suite 400, West Palm Beach, Florida 33401, and the name of its initial registered agent at such address is Angell Corporate Services, Inc.

SIXTH: The names and addresses of the persons who are to serve as the initial directors until the first annual election of directors pursuant to the by-laws of the corporation are:

Bill Greene  
4950 Communication Avenue, Suite 900  
Boca Raton, FL 33431

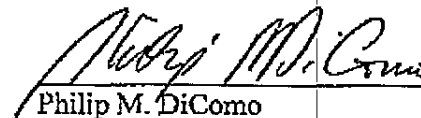
Peter J. Sheptak  
One North Clematis Street, Suite 400  
West Palm Beach, Florida 33401

Mark Mirkin  
1700 Palm Beach Lakes Blvd.  
West Palm Beach, Florida 33401

SEVENTH: The name and addresses of the incorporator to these Articles of Incorporation is:

Philip M. DiComo  
Edwards & Angell, LLP  
One North Clematis Street, Suite 400  
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on this 13<sup>th</sup> day of September, 2001.

  
Philip M. DiComo

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091,  
Florida Statutes:

Accredited Capital Network, Inc., desiring to organize under the laws of the State of  
Florida with its registered office, as indicated in the Articles of Incorporation, Inc., in the City of  
West Palm Beach, County of Palm Beach, State of Florida, has named Angell Corporate  
Services, Inc., located at One North Clematis Street, Suite 400, as its agent to accept service of  
process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the  
place designated in this Certificate, I hereby accept to act in this capacity and agree to comply  
with the provisions of Chapter 48.091, F.S. relative to keeping open said office. Accepted this  
13<sup>th</sup> day of September 2001.

ANGELL CORPORATE SERVICES, INC.

By: 

Jonathan E. Cole, President

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