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TRANSMITTAL LETTER

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

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-02/29/00--01008--014
*****78.75 *****78.75

SUBJECT: Michaels Technology & Designs, Inc.
(Proposed corporate name - must include suffix)

FILED
00 FEB 28 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Jennifer R. Smith, P.A.
Name (Printed or typed)

556007 Arbor Club Way
Address

Boca Raton, FL 33433
City, State & Zip

(561) 395-2672
Daytime Telephone number

Please
return
approved
copy to
this
address.

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

C.C.
3-7-00

ARTICLES OF INCORPORATION
OF
MICHAELS TECHNOLOGY & DESIGNS, INC.

FILED
00 FEB 28 AM 9:20
SECOND JUDGE OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is **MICHAELS TECHNOLOGY & DESIGNS, INC.**
(hereinafter, "Corporation").

ARTICLE II — PURPOSE OF CORPORATION

This corporation is organized for the following purposes:

- a. To engage in the practice of E-Commerce and E-Commerce sales.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to practice or is duly authorized by law to practice accounting in the State of Florida.

The purpose for which a corporation is authorized must be lawful.

ARTICLE III — PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 8087 Songbird Terrace, Boca Raton, Florida 33496.

ARTICLE IV — INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

David M. Sinofsky
8087 Songbird Terrace
Boca Raton, FL 33496

ARTICLE V — DIRECTOR(S)

The Director of the Corporation shall be:

David M. Sinofsky

ARTICLE VI- CORPORATE CAPITALIZATION

6.1 The maximum number of shares of stock, which the corporation shall be authorized to issue or have outstanding at any one time, is ONE THOUSAND (1,000) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

6.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify and reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations are to dividends, qualifications, or term or conditions of redemption of stock.

ARTICLE VII— SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE VIII - CORPORATE POWERS

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE IX - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE X — REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XI- REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 8087 Songbird Terrace, Boca Raton, FL and the name of its initial registered agent at such address is David M. Sinofsky.

ARTICLE XII — BYLAWS

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XIII — EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIV - DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by each shareholder.

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend, adds to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

Executed by the undersigned on February 16, 2000.

A handwritten signature in cursive script, reading "David M. Sinofsky". The signature is written in dark ink and is positioned above the printed name.

David M. Sinofsky, Incorporator

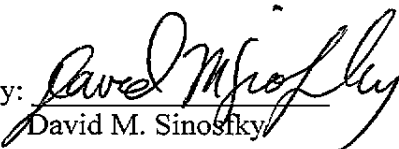
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF FS SECTION 607.0501 OR FS SECTION 617,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Michaels Technology & Designs, Inc.**
2. The name and the street address of the registered agent and office is:

**David M. Sinofsky
8087 Songbird Terrace
Boca Raton, FL 33496**

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the appointment as
registered agent and agree to act in this capacity. I further agree to comply with the provisions of
all statutes related to the proper and complete performance of my duties, and I am familiar with
and accept the obligations of my position as registered agent.

By: 
David M. Sinofsky

2/16/00
Date

FILED
00 FEB 28 AM 9:20
SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA