

PO00000028648

Requester's Name

Address

Michael Leonard  
20300 NW 3 St.  
Pemb. Pines, FL 33029

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #) 500003171055--6  
-03/15/00--01064--007  
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(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

FILED  
00 MAR 15 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN MAR 22 2000  
Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**GROUPFRINGE, INC.**

**FILED**  
00 MAR 15 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The Name of this Corporation is :

**GROUPFRINGE, INC.**

**ARTICLE II**

The address of this corporation is:  
20300 N.W. 3 Street  
Pembroke Pines, Florida 33029

**ARTICLE III**

This corporation shall have perpetual existence unless otherwise dissolved by operation of law.

**ARTICLE IV**

This Corporation is organized for the purpose of engaging in the business of marketing products and services to businesses and individuals, and any and all business activities authorized by the laws of the State of Florida and of the United States. The Corporation is organized for the following general purposes as well :

1. To borrow money and to contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of this incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time or times or payable upon the happenings of a specified event or events, whether acquired or by mortgage, pledge, or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects.

2. To guarantee, purchase, hold, sell, assign transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of indebtedness created by any other Corporation of this State or any other State or government and, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

3. To enter into general partnerships, limited partnerships (whether the Corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth herein, jointly or in common with others, so long as the Corporation would have power to do so alone.

4. To transact any and all other lawful business within the State of Florida for which Corporations within the State of Florida are authorized, by the laws of the said State and the Statutes of said State to conduct and transact.

## **ARTICLE V**

This Corporation is authorized to issue FIVE HUNDRED (500) shares of \$1.00 par value Common Stock.

## **ARTICLE VI**

Every shareholder, upon the sale for cash or kind of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others prior to such offering to others.

With respect to sale of old or original stock, each shareholder, regardless of his/her ownership of stockholding, shall be entitled to purchase said Shares of Stock from the selling party prior to offer to others outside of the Corporation, provided that the party holding the like stock shall have the first right of refusal and the other shareholders shall be entitled to bid on the price prior to offering to the public or others outside of the Corporation.

## **ARTICLE VII**

The registered agent of the Corporation shall be :

MICHAEL J. LEONARD  
20300 N.W. 3 Street  
Pembroke Pines, FL. 33029

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named Registered Agent to accept service of process on the Corporation at the Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all of the requirements of law pertaining thereto.

  
MICHAEL J. LEONARD

**ARTICLE VIII**

This Corporation shall have ONE (1) Director, initially.  
The number of Directors may be either increased or decreased from time to time by the By-Laws, but in no event shall the Board of Directors consist of less than ONE (1) member. The names and addresses of the initial Board of Directors of this Corporation are:

MICHAEL J. LEONARD  
20300 N.W. 3 Street  
Pembroke Pines, Florida 33029

**ARTICLE IX**

The name and address of the persons signing these Articles of Incorporation are:

MICHAEL J. LEONARD  
20300 N.W. 3 Street  
Pembroke Pines, FL. 33029

**ARTICLE X**

The Board of Directors and the Shareholders shall have the exclusive power to adopt, alter, amend or repeal the By-Laws of this Corporation.

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TALLAHASSEE, FLORIDA

## ARTICLE XI

This Corporation shall have all the Corporate Powers enumerated now and in the future in the Florida General Corporation Act and other applicable laws of the State of Florida.

## ARTICLE XII

The Directors of this Corporation may take action by written consent as provided by Law and in lieu of a meeting of Directors and/or Shareholders.

## ARTICLE XIII

This Corporation shall indemnify any and all officers or Directors or principals or any former officer or director or principal of this Corporation against acts done by said officer director, or principal while acting under authority or representation of the Corporation now and forever and to the full extent permitted by law.

## ARTICLE XIV

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of GROUPFRINGE, INC. This 13 day of MARCH, 2000.

  
MICHAEL J. LEONARD

STATE OF FLORIDA :  
: SS  
COUNTY OF BROWARD:

BEFORE ME, the undersigned authority, personally appeared  
MICHAEL J. LEONARD, known to me and known by me to be the person who executed the  
foregoing Articles of Incorporation of GROUPFRINGE, INC. And he acknowledged before me  
that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal in the State and County aforesaid, this 13 day of March  
2000.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

My commission Expires:

