

TRANSMITTAL LETTER

P00000079814

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

SUBJECT: 1 Am, 1 Be Inc.  
(Proposed corporate name - must include suffix)

400003370374--1  
-08/23/00--01062--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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: Charles G. Williams III  
Name (Printed or typed)

465 Congress St. 7th Floor  
Address

Portland ME 04101  
City, State & Zip

~~867~~  
Daytime Telephone number

APPROVED  
AND  
FILED  
00 AUG 23 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 AUG 23 PM 3:08  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

8/8/23

1

**ARTICLES OF INCORPORATION  
OF  
I AM, I BE, INC.**

APPROVED  
AND  
FILED  
00 AUG 23 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO: Secretary of State, State of Florida:

The undersigned acting as incorporators of a corporation under the Business Corporation Act of the State of Florida adopts the following Articles of Incorporation for such corporation:

**ARTICLE I -- GENERAL PROVISIONS**

1. The legal name of this corporation shall be "I AM, I BE, INC." No other name, or designation for this entity shall be permitted in trade or practice.

**DURATION**

2. The duration of this corporation shall be perpetual, extending beyond the natural lives of any and all incorporators and founding directors and shareholders.

3. **PURPOSE:** The purpose of this Corporation shall be for creation, maintenance, and development of an on-line, Internet-based sales and distribution network for the sales of various goods and services relating to Hip-Hip and Modern Cultural Products. Nothing within these sections shall be construed to prohibit the corporation from the purchase, lease, sale, and transfer of real, personal, or intellectual property, or transact any legitimate business enterprise that in the opinion of the shareholders is to the general welfare and benefit of the corporation.

4. **BUSINESS ADDRESS:** The Official Business Address of the corporation shall be at:

810 Wadsworth Drive  
Suite 313-D  
Tallahassee, Florida 32304

The Corporation shall have the right to change its principal place of business at the sole discretion of its shareholders. The Corporation may establish other offices for the purposes described within clause 3 of this document.

(a) REGISTERED AGENT: the Registered Agent for this corporation shall be  
Byron E. Johnson residing at: \_\_\_\_\_

810 Wadsworth Drive

Suite 313-D

Tallahassee, Florida 32304

## ARTICLE II -- ISSUANCE OF STOCK

5. CLASSES OF STOCK: The Corporation may issue the following classes of stock, in the following quantities, with all the rights and privileges described herein:

**Class A:** "Class A" shall be designated as "PAR VALUE" stock with the following rights and privileges: the corporation shall have the power to issue up to ten million (10,000,000) shares to the public; holders of "Class A" stock shall have the right to elect five (5) members of the Board of Directors; holders of Class A stock has the unrestricted right to alienate said class of stock for consideration to the public; holders other class A stock shall have the unrestricted right to borrow against the relative value of said class of stock. Nothing within these Articles shall be deemed to prohibit the creation and issuance of future securities by the Shareholders, at a later date.

6. The Corporation shall hold shareholders meetings as are needed or requested by the shareholders or the Board of Directors. All requests for shareholders meetings shall be made in writing to the Chairman of the Board of Directors. In all voting, each share shall constitute one (1) vote for any subject matter before the shareholders, inclusive of the election of the Board of Directors.

6(a). Persons holding class A stock in any amount, or holders of other classes of stock equaling either ten percent (10%) of the shares within any one class, or all signatories of shareholders' agreements on file equaling no less than ten percent (10%) of all outstanding shares may request a shareholders meeting.

6(b). The Board shall hold shareholders' meetings as it may deem necessary, but no less than one shareholders' meeting per year.

7. The Corporation shall have at least one (1) and no more than five (5) Director(s) of the Board of Directors.

8. Shareholders may also serve as Directors:

8(a). AGGREGATION OF VOTING ON BOARD OF DIRECTORS: Shareholders may not aggregate the votes that each class of shares has on the Board of Directors, and may be shared and voted upon.

### **ARTICLE III -- POWERS OF THE BOARD OF DIRECTORS**

9. The Board of Directors shall elect a Chairman of the Board of Directors; President, Vice-Presidents; Secretary; General Counsel; or other officer that the Board of Directors deems appropriate.

10. The Board of Directors shall meet periodically as the members shall agree upon, though no fewer than once per calendar or fiscal year.

11. The Board of Directors shall create and enforce all by-laws, rules, office procedures, and other matters that it shall determine is within the best interest of the Corporation.

12. No member of the Board of Directors shall engage in any contract or business enterprise outside the scope of their duty and obligations to the corporation without the express written consent of the Board of Directors.

12(a). The director seeking to contract with the Corporation shall make any offers in writing to the Chairman of the Board.

12(b). The Chairman shall publish the offer to the Board for consideration and vote.

12(c). The Board shall accept or reject the offer in writing.

12(d) The Board of Directors shall present all contracts for consideration and approval to the President and Chief Executive Officer of Third World Holdings, Inc. for ratification and approval. No act of either the Board of Directors of ThirdSystem.com, Limited, its officers, staff, agents, or assigns, shall be effective unless approved pursuant to these articles.

13. The Board shall call general meetings as are needed, though no less than once per fiscal year.

14. The Board of Directors shall publish quarterly fiscal reports, indicating with particularity all profits, losses, assets, liabilities, current projects, prospective efforts, and growth initiatives.

15. The Board shall have the right to recall any Board elected officer including the Chairman of the Board.

#### **ARTICLE IV -- CORPORATE OFFICERS**

16. The Corporation shall hire, retain, or elect corporate officers:

16(a). **ELECTED OFFICERS:** The Board shall elect a President, Vice-Presidents, Secretary, General Counsel and Treasurer. Said Officers shall have all powers and responsibilities described within the bylaws, and as granted to them by the Board.

16(b). **HIRED STAFF:** Elected Officers shall have the power to hire and retain all staff needed to develop and perpetuate the interests of the corporation within a fixed budget promulgated by the Board. Said staff shall work at the will of the Elected Officers except where expressly negotiated within individual contracts.

16(c). **RETAINED STAFF:** Staff under this subsection shall include though are not limited to: attorneys, accountants, or other tradesman or professionals not herein described which in the opinion of the officers are required for the continued business enterprises of the corporation.

#### **ARTICLE V -- VOTING TRUSTS**

17. **VOTING TRUSTS EXPRESSLY PROHIBITED:** Voting trust agreements shall not be honored, recognized, created, or endorsed by the corporation. No shareholder shall designate his shares into said trusts or other arrangement which transfers voting power to persons who are, or are not owners of stock.

#### **ARTICLE VI -- METHOD OF AMENDMENT TO ARTICLES OF INCORPORATION**

18. **METHOD OF AMENDMENT OF ARTICLES OF INCORPORATION:** This document shall be amended from time to time as the need may arise.

(a) **AMENDMENTS TO ARTICLES OF INCORPORATION:** Any director or shareholder may offer amendments to this agreement in writing to the Chairman or Secretary. The proposed amendment must state with particularity the nature and purpose of the amendment, its proposed function, and all document, affidavits, statements, reports, news articles, or other materials in support of his amendment. The Secretary shall make and distribute copies of all amendments and documents submitted, and schedule a Special Meeting of the Shareholders for two (2) calendar weeks from the submission of any amendments in the order in which they are received. Amendments shall be voted upon by recorded vote, and published in corporate minutes entitled "Special Meeting of the Corporation in Consideration of Amendments." Minutes shall indicate the specific names and number of Shareholders. Minutes shall accurately reflect all statements made by each

shareholder and Director and their relative positions on the proposed Amendment. Shareholders may file written statements *in lieu* of oral statements to the Corporation. Amendments to this agreement must receive a majority vote by the whole corporation -- inclusive of any silent partners --.

i. PROXY VOTING: All shareholders -- regardless of their relative interest within the Corporation, shall have the unrestricted right to vote by proxy. The written proxy shall state the following items to be deemed in compliance with this section: the name and address of the shareholder; the name and address of the proxy; a signed written statement by the shareholder indicating his position on the amendment; the date upon which the proxy shall vote; the shareholder's vote on the amendment; any documentary information the shareholder wishes to be considered; and notarized signatures of both the proxy and the shareholder. All proxies must be present during Special Meetings. Notice shall be given of a shareholder's intent to vote by proxy in writing, no later than one week prior to voting, and shall indicate the name and address of the proposed proxy. All proxies must be natural persons who have reached the age of majority within the District of Columbia, and must be legal residents of either the District of Columbia, Maryland or Virginia. The Corporation's Attorney of Record must certify all proxies in writing. All proxies shall be recorded as stated in clause 18(a) and retained within the Corporation's records.

## ARTICLE VII -- METHOD OF AMENDMENT OF BYLAWS

19. METHOD OF AMENDMENT TO BYLAWS: The bylaws shall be amended from time to time as the need may arise.

(a) AMENDMENTS TO BYLAWS: Any director or shareholder may offer amendments to this agreement in writing to the Chairman or Secretary. The proposed amendment must state with particularity the nature and purpose of the amendment, its proposed function, and all document, affidavits, statements, reports, news articles, or other materials in support of his amendment. The Secretary shall make and distribute copies of all amendments and documents submitted, and schedule a Special Meeting of the Shareholders for two (2) calendar weeks from the submission of any amendments in the order in which they are received. Amendments shall be voted upon by recorded vote, and published in corporate minutes entitled "Special Meeting of the Corporation in Consideration of Amendments." Minutes shall indicate the specific names and number of Shareholders. Minutes shall accurately reflect all statements made by each shareholder and Director and their relative positions on the proposed Amendment. Shareholders may file written statements *in lieu* of oral statements to the corporate. Amendments to this agreement must receive a majority vote by the whole corporation.

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upon which the proxy shall vote; the shareholder's vote on the amendment; any documentary information the shareholder wishes to be considered; and notarized signatures of both the proxy and the shareholder. All proxies must be present during Special Meetings. Notice shall be given of a shareholder's intent to vote by proxy in writing, no later than one week prior to voting, and shall indicate the name and address of the proposed proxy. All proxies must be natural persons who have reached the age of majority within any jurisdiction of the United States, and must be legal residents of either the District of Columbia, Or the United States. The shareholder's Attorney of Record must certify all proxies in writing. All proxies shall be recorded as stated in clause 19(a) and retained within the Corporation's records.

#### ARTICLE VIII -- PREEMPTIVE RIGHTS

20. PREEMPTIVE RIGHTS OF CLASS A SHARE HOLDERS: Class A shareholders shall have the exclusive right to purchase up to 30% of all other classes of shares issued by the corporation in aggregate. No other class of shares shall convey this right of preemption.

#### ARTICLE X -- SHAREHOLDER'S MEETINGS

21. REGULARITY OF SHAREHOLDERS MEETINGS: The Board of Directors shall hold at least one (1) shareholder's meeting per fiscal year, to discuss the relative financial health of the corporation. The corporation shall meet on additional times, when in the opinion of the Chairman, or the Board, or by request of the majority of the shareholders deem a meeting appropriate.

#### ARTICLE XI -- RATIFICATION

22. ATTESTATION OF INCORPORATORS: DONE, this 20th day of April, 1998, in  
(city) Tallahassee (state)  
Florida

Signed:

Incorporator 1:

Print Name: X Edward C. Wilson II

Signed: Edward C. Wilson II 8/23/00

Address: 415 Chapel Drive Apt. E-204  
Tallahassee, Florida 32304

Incorporator 2:

Print Name: Clarence Canada Jr.Signed: Clarence Canada Jr. 8/23/00Address: 810 Wadsworth Dr. Apt #3130  
Tallahassee, FL 32304

Incorporator 3:

Print Name: BYRON JOHNSONSigned: Byron Johnson 8/23/00Address: 810 WADSWORTH DR. APT #3130TALLAHASSEE, FL 32304

Registered Agent

Byron Johnson Aug/23/00  
Byron E. JohnsonAPPROVED  
AND  
FILED

00 AUG 23 PM 3:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA