

Low Offices

**GARGANO & MARCHEWKA, L.L.P.**

2075 West First Street, Suite 203  
Fort Myers, Florida 33901  
941-337-2280 ext. 5  
FAX 941-337-7705

**Anthony J. Gargano**  
Please reply to:  
P.O. Box 2527  
Fort Myers, Florida 33922-2527  
AJGLAW@aol.com

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*PO0000086073*

September 6, 2000

Florida Department of State  
Division of Corporations  
Post Office Box 6237  
Tallahassee, Florida 32314

**RE: Articles of Incorporation for  
Liquid Clicks, Inc.**

800003387088--4  
-09/08/00--01074--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Madam:

I have enclosed one (1) original and one (1) copy of the Articles of Incorporation of Liquid Clicks, Inc. I have also enclosed a check made payable to the Secretary of State in payment of your required fees as follows:

Filing Fee:	35.00
Registered Agent Filing Fee:	35.00
Certified Copy Fee:	8.75
<b>TOTAL:</b>	<b>\$ 78.75</b>

After the Articles have been filed, please furnish me with a certified copy. Thank you for your cooperation and assistance.

Sincerely,

GARGANO & MARCHEWKA, L.L.P.

*Anthony J. Gargano*

Anthony J. Gargano *WJ*

AJG: rds  
enclosures  
cc: client

*9-12  
WC*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Liquid Clicks, Inc.

Pursuant to Section 607.0202, Florida Statutes, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do/does hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the corporation is **Liquid Clicks, Inc.**

ARTICLE 2. DURATION

The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act. No other purpose limits this general purpose in any way.

B. To do other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock. Those shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. PRINCIPAL OFFICE

The principal office of the corporation is and the mailing address for the corporation is 2075 West First Street, #203, Fort Myers, Florida 33901.

**ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 2075 West First Street, #203, Fort Myers, Florida 33901, and the name of its registered agent at that address is Anthony J. Gargano.

**ARTICLE 7. INCORPORATORS**

The name and address of each incorporator is as follows:

Anthony J. Gargano  
2075 West First Street, #203  
Fort Myers, Florida 33901

The incorporator shall have no personal liability under any circumstances. The corporation shall indemnify the incorporator under all circumstances not prohibited by law.

**ARTICLE 8. AMENDMENT**

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

**ARTICLE 9. INDEMNIFICATION**

The corporation shall indemnify each officer, director, incorporator and registered agent including former officers, directors, incorporators and registered agents to the full extent permitted by law.

**ARTICLE 10. BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

**ARTICLE 11. COMMENCEMENT OF CORPORATION EXISTENCE**

In accordance with Section 607.01401, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles Of Incorporation.

**ARTICLE 12. SHAREHOLDER QUORUM AND VOTING**

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares entitled to vote shall be an act of the shareholders.

**ARTICLE 13. DIRECTOR QUORUM AND VOTING**

A majority of all the directors of the corporation shall constitute a quorum at a meeting of the directors. If a quorum is present, the affirmative vote of a majority of all the directors of the corporation shall be an act of the Board of Directors.

**ARTICLE 14. DIVIDENDS**

Dividends may be paid to the shareholders.

**ARTICLE 15. INFORMAL SHAREHOLDER ACTION**

Any action of the shareholders may be taken without a meeting, if consent in writing setting forth the action so taken signed by all of the persons who are entitled to vote on such action at a meeting is filed with the secretary of the corporation as part of the corporate records.

**ARTICLE 16. INFORMAL DIRECTOR ACTION**

Any action of the Board of Directors may be taken without a meeting, if consent in writing setting forth the action so taken signed by all of the persons who are entitled to vote on such action at a meeting is filed with the secretary of the corporation as part of the corporate records.

**ARTICLE 17. SHAREHOLDER AGREEMENT**

The shareholders or subscribers to stock of this corporation shall be authorized to enter into any agreement between themselves and with the corporation abridging, limiting, restricting or changing the rights or interests of any one or more of the shareholders or subscribers of stock to sell, assign, mortgage, pledge, hypothecate, or transfer on the books of the corporation any and all of the corporation's shares of stock. A copy of the agreement shall be filed with the corporation and each certificate representing share(s) of stock shall state that it is subject to the terms of the agreement and the shares of stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and conditions of the agreement.

IN WITNESS WHEREOF the undersigned has signed these Articles of Incorporation on this September 6, 2000.

Anthony J. Gargano  
Anthony J. Gargano

**STATE OF FLORIDA  
COUNTY OF LEE**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid to take acknowledgments, personally appeared Anthony J. Gargano, who is personally known to me or who provided \_\_\_\_\_ as identification and who did/did not take an oath.

Witness my hand and official seal in the County and State last aforesaid on this September 6, 2000.

My Commission Expires:

Rebecca D. Stokes  
NOTARY PUBLIC  
Rebecca D. Stokes  
Print Name of Notary Public




Rebecca D. Stokes  
MY COMMISSION # CC846473 EXPIRES  
June 14, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

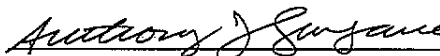
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **Liquid Clicks, Inc.**
2. The name of the registered agent is **Anthony J. Gargano.**
3. The address of the registered agent and office is **2075 West First Street, #203, Fort Myers, Florida 33901.**

  
\_\_\_\_\_  
Anthony J. Gargano, Incorporator  
September 6, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR Liquid Clicks, Inc., AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
\_\_\_\_\_  
Anthony J. Gargano, as Registered Agent  
September 6, 2000

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA