

TRANSMITTAL LETTER

P01000000 4647

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

FILED
01 JAN 10 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT:

Nemesis Web Designs, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

800003532118--3
-01/11/01--01013--013
*****87.50 *****87.50

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:

Andrew Wechsler
Name (Printed or typed)

2625 SR 590, Suite 1412
Address

Clearwater, FL 33759
City, State & Zip

(727)-669-4177
Daytime Telephone number

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

1-12-01

**ARTICLES OF INCORPORATION
OF
Nemesis Web Designs, Inc.**

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

The name of the corporation shall be Nemesis Web Designs, Inc.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business and activities permitted under the laws of the State of Florida and elsewhere and to have, use, exercise and enjoy all of the general powers of the corporations.

ARTICLE IV

The aggregate number of shares of stock which the Corporation shall have the authority to issue shall be one thousand one hundred (1,100) shares, which shall consist of one class only designated "Common Stock". Each of such shares shall have a par value of One Dollar (\$1.00).

ARTICLE V

The street address of the initial registered office of the Corporation is: 2625 State Road 590, Suite 1412, Clearwater, FL 33759, and the name of the initial registered agent of this Corporation at that address is Andrew Wechsler. This is also principal office address.

ARTICLE VI

A President, a Vice President, a Treasurer, and a Secretary shall conduct the business of the Corporation and such other officers or assistant officers, as the Corporation may from time to time deem proper.

ARTICLE VII

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The Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). Newly created directorships and any vacancies in the Board of Directors may be filled by a majority of the remaining directors, although less than a quorum. The names and addresses of the initial directors of the Corporation are:

NAME

ADDRESS

Andrew Wechsler

2625 State Rd. 590
Suite 1412
Clearwater, FL 33759

Todd C. Morden

2625 State Rd. 590
Suite 1412
Clearwater, FL 33759

ARTICLE VIII

The name and address of the incorporator is:

Andrew Wechsler

2625 State Rd. 590
Suite 1412
Clearwater, FL 33759

ARTICLE IX

Each person who at any time is, or shall have been, a director, officer, employee or agent of the Corporation, and who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by any reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or served at the request of the Corporation as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such director, officer, employee or agent in connection with any such action, suit or proceeding to the full extent permitted by the laws of the State of Florida. The foregoing right of indemnification shall in no way exclude any other rights of indemnification to which any such director, officer, employee or agent may be entitled, under any by-law agreement, vote of stockholders or directors or otherwise. All rights of indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of any such director, officer, employee or agent.

The Corporation may purchase and maintain insurance on behalf of any person referred to in the preceding paragraph against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article IX or otherwise.

For purposes of this Article IX, reference to "the Corporation" shall include in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, its separate existence had continued, would have had the power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article IX with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

The provisions of this Article IX shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at any time while this Article and the relevant provisions of the Florida Business Corporation Act or other applicable law, if any, are in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of fact then or therefore existing, or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or part of such facts.

ARTICLE X

The Board of Directors is hereby authorized to adopt, amend or repeal the By-Laws of the Corporation.

ARTICLE XI

The effective date of the Corporation is January 10, 2001.

ARTICLE XII

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

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am

familiar with and accept the appointment as registered agent and agree to act in this capacity.

Andrew Wechsler

Signature / Registered Agent

1/9/00
DATE

Andrew Wechsler

Signature / Incorporator

1/9/00
DATE

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