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TRANSMITTAL LETTER

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01 FEB -2 PM 12: 53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT:

Neighborhood Wise, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

500003631175--6

-02/02/01--01104--009

*****70.00 *****70.00

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:

MASOUD KAVEHZADEH

Name (Printed or typed)

1870 SW 118 AVE

Address

Miramar, FL 33025

City, State & Zip

(954) 442-8465

Daytime Telephone number

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

PA 2/5/01 ✓

Articles of Incorporation of Neighborhood Wise, INC.

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ARTICLE I

The name of the corporation shall be **Neighborhood Wise, Inc.**

ARTICLE II

The principal place of business/mailling address is 1870 SW 118th Avenue, Miramar, FL 33025.

ARTICLE III

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The duration of the corporation shall be perpetual.

ARTICLE V

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is as follows:

Masoud Kavehzadeh
1870 SW 118th Avenue
Miramar, FL 33025

ARTICLE VI

The aggregate number of shares that the corporation shall have authority to issue is one hundred (100). All such shares shall be of a single class, designated as common, with a one-cent (\$.01) par value.

ARTICLE VII

Each holder of common shares shall have one vote for each such share held or record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the share voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon dissolution. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE VIII

The corporation elects to have preemptive rights.

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ARTICLE IX

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

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ARTICLE X

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE XI

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE XII

The initial registered agent of the corporation is Masoud Kavehzadeh, 1870 SW 118th Avenue, Miramar, FL 33025

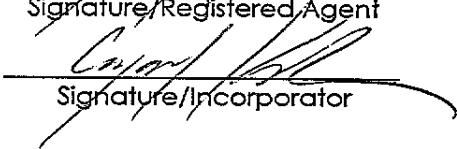
ARTICLE XIII

The name and address of Incorporator is Masoud Kavehzadeh, 1870 SW 118th Avenue, Miramar, FL 33025.

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


Signature/Registered Agent

1/29/01
Date


Signature/Incorporator

1/29/01
Date