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Company RND TITLE SERVICES

Address 10240 MILLER RD STE 108

Dept./Floor/Suite/Room

City MIAMI State FL ZIP 33165

Office Use Only

Internal Billing Reference

ER(S), (if known):

1. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ☐ 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

**AMENDMENTS**

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

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

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

**ARTICLES OF INCORPORATION  
OF  
AI MESSENGER, INC.**

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TALLAHASSEE, FLORIDA

*The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, hereby adopts the following Articles of Incorporation*

**ARTICLE ONE - NAME**

*The name of this corporation is:       AI MESSENGER, INC.*

**ARTICLE TWO - PRINCIPLE ADDRESS**

*The principal address of the Corporation is: 1041 Southwest 131<sup>st</sup> Place, Miami, Florida 33184.*

**ARTICLE THREE - DURATION**

*The term of existence of the corporation is perpetual.*

**ARTICLE FOUR - PURPOSE**

*The Corporation may engage in any legal business in the State of Florida.*

**ARTICLE FIVE - CAPITAL STOCK**

*The maximum number of shares which the corporation has authority to issue is One Hundred (100), all of which shall be common shares with a par value of One Dollar (\$1.00) each.*

*The consideration for all of the said stock shall be payable in cash, property, real or personal, equipment and materials, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors, of the corporaiton. The Board of Directors shall fix the rights and privileges of the stock pursuant to a shareholders agreement and/or the By-Laws.*

**ARTICLE SIX - REGISTERED OFFICE**

*The stree address of the initial registered office of the corporation shall be: 1041 Southwest 131<sup>st</sup> Place, Miami, Florida 33184 and the name of the initial Registered Agent as such address is:*

HECTOR MANZANO  
I DO HEREBY ACCEPT THE POSITION OF REGISTERED AGENT:

  
\_\_\_\_\_  
HECTOR MANZANO

**ARTICLE SEVEN - PREEMPTIVE RIGHTS**

*The shareholders shall have preemptive rights.*

**ARTICLE EIGHT - DIRECTORS**

*The corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time as provided for by the By-Laws.*

*The names and addresses of the initial directors of the first Board of Directors shall be as follows:*

<u>NAME</u>	<u>Address</u>
Hector Manzano	1041 SW 131 <sup>st</sup> Place Miami, Florida 33184

**ARTICLE NINE - INCORPORATOR**

*The name and address of the person signing these Articles is:*

Hector Manzano	1041 SW 131 <sup>st</sup> Place Miami, Florida 33184
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### **ARTICLE TEN - BY-LAWS**

*The power to adopt, alter, amend and repeal By-Laws shall be vested in the Board of Directors and the Shareholders.*

### **ARTICLE ELEVEN - CUMULATIVE VOTING**

*At each election for directors, each shareholder entitled to vote at such election shall have their right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number his share, or by distributing such votes on the same principle among any number of such candidates.*

### **ARTICLE TWELVE - SHAREHOLDERS QUORUM AND VOTING**

*Fifty (50%) percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of the shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.*

### **ARTICLE THIRTEEN - INDEMNITY**

*This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by the law either now or hereafter.*

### **ARTICLE FOURTEEN - CONTRACT**

*No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a part to, or may be pecuniarily or otherwise involved in, any contract or transaction of this corporation, provided that the part that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof, and any director of this corporation who is also a director or any officer of such corporation or who is interested, may be counted in determining the existence of a quorum at any*

meeting of the Board of Directors of this corporation which shall effect as if he were not such a director or officer or such other corporation, or not so interested.

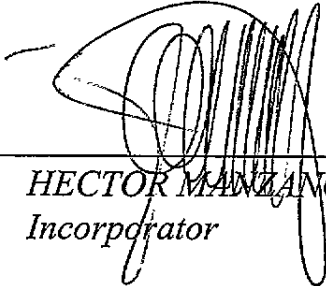
**ARTICLE FIFTEEN - RIGHTS UPON LIQUIDATION OR DISSOLUTION**

*In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.*

**ARTICLE SIXTEEN - AMENDMENT**

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

*IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 16 day of February, 2001*

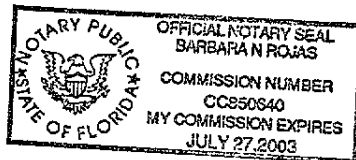



\_\_\_\_\_  
HECTOR MANZANO  
Incorporator

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

On this 16 day of February, 2001, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared HECTOR MANZANO, known to me to be the person whose name is subscribed to the within instrument, and who produced a Florida Driver's License as identification, and acknowledged that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Miami, Miami-Dade County, Florida.



  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
At Large

My Commission Expires:

**CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

*Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation of the registered office/registered agent, in the State of Florida.*

*The name of the corporation is:*

*AI MESSENGER, INC.*

*The name and address of the registered agent and office is:*

*HECTOR MANZANO  
1041 Southwest 131<sup>st</sup> Place  
Miami, Florida 33184*

*Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

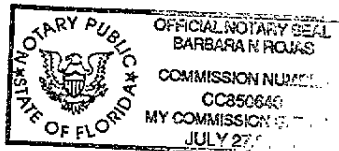
  
\_\_\_\_\_  
*Hector Manzano*

\_\_\_\_\_  
*Date*

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

On this 16 day of February, 2001, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared HECTOR MANZANO, known to me to be the person whose name is subscribed to the within instrument, and who produced a Florida Driver's License as identification, and acknowledged that he executed the same for the purposes therein expressed.

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NOTARY PUBLIC, State of Florida  
At Large

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