

P01000033539

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

SUBJECT: Initial Steps, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

500003930175--4  
-03/29/01--01104--007  
\*\*\*\*\*89.50 \*\*\*\*\*89.50

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 #2 (2 extra pages Certified)  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Eric A. Berzok  
Name (Printed or typed)

EFFECTIVE DATE  
4-1-01

2770 NE 15<sup>th</sup> Street #102  
Address

Fort Lauderdale, FL 33304  
City, State & Zip

305-793-3707  
Daytime Telephone number

FILED  
01 MAR 29 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

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

4-3-01  
mc

**ARTICLES OF INCORPORATION  
OF  
InitialSteps, Inc.**

SECTION 1. The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I.  
CORPORATE NAME**

SECTION 1. The name of the corporation shall be: **InitialSteps, Inc.**

**ARTICLE II.  
OFFICES**

SECTION 1. The address of the principal office of this corporation is:

2770 NE 15<sup>th</sup> Street #102  
Fort Lauderdale, FL 33304

SECTION 2. The mailing address of this corporation is:

2770 NE 15<sup>th</sup> Street #102  
Fort Lauderdale, FL 33304

**ARTICLES III.  
PURPOSE**

SECTION 1. The Corporation is organized for the development, marketing, sale, and distribution of information services on the Internet, and to otherwise transact any and all lawful business that a corporation may under the applicable Florida Statutes.

**ARTICLES IV.  
SHARES OF STOCK**

SECTION 1. The Corporation shall have the authority to issue 500,000 Shares of Common Stock, each share to have a Par Value of .10 dollars. The shares may be issued for the consideration expressed in dollars as may be fixed from time to time by the Board of Directors.

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01 MAR 29 PM 9:21  
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TALLAHASSEE, FLORIDA  
  
EFFECTIVE DATE  
9-1-01

**ARTICLE V.**  
**BOARD OF DIRECTORS / OFFICERS**

SECTION 1. The corporation shall have three (3) Directors initially. The number of Directors may be either increased or decreased from time to time by the By-Laws, provided they shall never be less than one (1) or more than (10). The name and address of each Director is:

Milton Chiz  
16247 NW 21<sup>st</sup> Street  
Pembroke Pines, FL 33028

Eric A. Berzok  
2770 NE 15<sup>th</sup> Street #102  
Fort Lauderdale, FL 33304

Steve Ham  
1824 Oak Ridge Road  
Safety Harbor, FL 34695

SECTION 2. Quorum. A majority of the number of directors fixed by Section 1 of this Article shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 3. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 4. The name, address, and titles of the initial officers of the Corporation are:

Milton Chiz  
16247 NW 21<sup>st</sup> Street  
Pembroke Pines, FL 33028  
CHIEF EXECUTIVE OFFICER

Eric A. Berzok  
2770 NE 15<sup>th</sup> Street #102  
Fort Lauderdale, FL 33304  
PRESIDENT, SECRETARY and TREASURER

Steve Ham  
1824 Oak Ridge Road  
Safety Harbor, FL 34695  
VICE-PRESIDENT

SECTION 5. Removal. Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights, and such appointment shall be terminable at will.

SECTION 6. Chief Executive Officer (CEO). The Chief Executive Officer shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the shareholders and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of CEO and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 7. President. In the absence of the CEO or in event of his death, inability or refusal to act, the President shall perform the duties of the CEO, and when so acting, shall have all the powers of and be subject to all the restrictions upon the CEO. The President shall perform such other duties as from time to time may be assigned to him by the CEO or by the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 8. Vice President. In the absence of the President or in event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the CEO or by the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Vice President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 9. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the shareholders and of the Board of Directors in one or more minute books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished to the Secretary by such shareholder; (e) sign with the President certificates for share of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the Corporation; and (g) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the CEO or by the Board of Directors.

SECTION 10. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source what-so-ever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 9 of these By-Laws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the CEO or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such sureties as the Board of Directors shall determine.

SECTION 11. Salaries. The Board of Directors shall fix the salaries of the officers from time to time, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

SECTION 12. The power to adopt, alter, amend, or repeal the By-Laws is vested in the Board of Directors.

## **ARTICLE VI.** **REGISTERED AGENT**

SECTION 1. The address of the registered office of this corporation is:

2770 NE 15<sup>th</sup> Street #102  
Fort Lauderdale, FL 33304

and the name of the registered agent at that address is:

Eric A. Berzok

**ARTICLE VII.**  
**INCORPORATOR**

SECTION 1. The name and address of the incorporators of this corporation are:

Eric A. Berzok  
2770 NE 15<sup>th</sup> Street #102  
Fort Lauderdale, FL 33304

Milton Chiz  
16247 NW 21<sup>st</sup> Street  
Pembroke Pines, FL 33028

Steve Ham  
1824 Oak Ridge Road  
Safety Harbor, FL 34695

**ARTICLE VIII.**  
**LIFE OF CORPORATION**

SECTION 1. The Corporation shall have perpetual existence, commencing April 1, 2001.

**ARTICLE IX.**  
**CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All, checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of Directors may select.

## **ARTICLE X.**

### **INDEMNITY**

SECTION 1. The Corporation shall indemnify its directors, officers and employees as follows:

- (a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.
- (b) The Corporation shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.
- (c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article X.

## **ARTICLE XI.**

### **CERTIFICATES FOR SHARES AND THEIR TRANSFER**

SECTION 1. Certificates For Shares. Certificates representing shares of the Corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the CEO and by the Board of Directors. Such certificates shall be signed by the President and by the Secretary or by such other officers authorized by law and by the Board of Directors so to do, and sealed with the corporate seal. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All Certificates surrendered to the Corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate, a new one may be issued therefore upon such terms and indemnity to the Corporation as the Board of Directors may prescribe.

SECTION 2. Transfer of Shares. Transfer of shares of the Corporation shall be made only on the stock transfer books of the Corporation by the holder of record thereof or

by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes. Provided, however, that upon any action undertaken by the shareholders to elect S Corporation status pursuant to Section 1362 of the Internal Revenue Code and upon any shareholders agreement thereto restricting the transfer shall be made a part of the By-Laws so long as said agreement is in force and effect.

## **ARTICLE XII.** **CORPORATE SEAL**

SECTION 1. The Board of Directors shall provide a corporate seal that shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words, "Corporate Seal".

## **ARTICLE XIII.** **AMENDMENTS**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.



IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this ~~21<sup>st</sup>~~ day of January 2001: *16th day of March 2001*

*M. Chiz* 3/16/01  
Milton Chiz

*E. A. Berzok* 3/16/01  
Eric A. Berzok

*Stephen J. Ham* 3/16/01  
Steve Ham

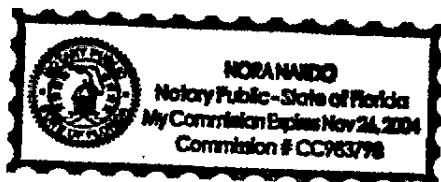
*US  
EB  
MC  
DH*

STATE OF FLORIDA  
COUNTY OF DADE

On this day, personally appearing before me, a Notary Public in and for the State of Florida, Milton Chiz, Eric A. Berzok and Steve Ham who, being first duly sworn, disposes and states that they executed the above Articles of Incorporation for the purposes therein expressed.

Sworn to and subscribed before me on this

My Commission expires:



*Nora Nardo*  
Notary Public

## PRE-INCORPORATION SUBSCRIPTION ADDENDUM

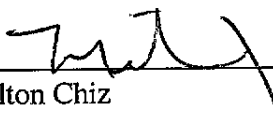
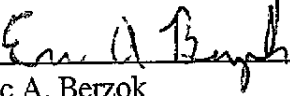
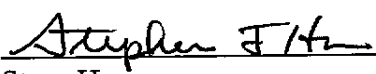
I the undersigned, hereby subscribe to, and agree to take the number of shares opposite my name of the capital stock of the proposed corporation, to be known as

**InitialSteps, Inc.**

to be incorporated in the State of Florida, and agree to pay par value for each share of stock so subscribed.

All subscriptions shall be payable at such a time or times as the Board of Directors of the said corporation shall determine.

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT TO BE PAID</u>
Milton Chiz	100,000	\$10,000
Eric A. Berzok	100,000	\$10,000
Steve Ham	100,000	\$10,000

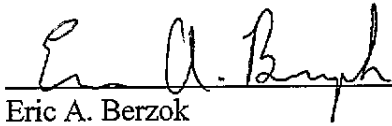
 Milton Chiz	3/16/01
 Eric A. Berzok	3/16/01
 Steve Ham	3/16/01

## ACCEPTANCE BY RESIDENT AGENT

I have been named as registered agent to accept service of process for the above stated corporation,

**InitialSteps, Inc.**

,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.

 3/16/01  
Eric A. Berzok

FILED  
01 MAR 29 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399