

LAW OFFICES  
**KENNETH J. LOWENHAUPT, P.A.**  
7765 S.W. 87 AVENUE  
SUITE 201  
MIAMI, FLORIDA 33173

KENNETH J. LOWENHAUPT, ESQ.  
KRISTINE A. SAWYERS, ESQ.

HOWARD L. BROWNSTEIN, PARALEGAL

TELEPHONES  
(305) 412-5636  
TOLL FREE (800) 232-0558  
FAX (305) 412-5630

April 30, 2001

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation for OPTI SALES AND MARKETING INC.

Dear Clerk:

Enclosed please find check #54024 in the amount of \$122.50 for filing fees and a certified copy of the above referenced corporation.

If you have any questions concerning this matter, please feel free to contact me.

Sincerely,



Kim Jimenez  
Legal Assistant to  
Kenneth J. Lowenhaupt, Esq.

000004133100--0  
-05/03/01--01033--002  
\*\*\*\*122.50 \*\*\*\*\*78.75

FILED  
01 MAY -2 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PD10000045378

D. WHITE MAY - 7 2001



**ARTICLES OF INCORPORATION  
OF  
OPTI SALES AND MARKETING, INC.**

**FILED**  
01 MAY -2 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to do business in the State of Florida, hereby form a corporation in accordance with the laws of the State of Florida and hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE I. NAME.**

The name of the corporation shall be: **OPTI SALES AND MARKETING, INC.**

**ARTICLE II. DURATION.**

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as hereafter provided.

**ARTICLE III. PURPOSE.**

The purpose of the corporation is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general corporation in any way. To do such things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them. This business will be used to conduct sales of consumer products.

**ARTICLE IV. CAPITAL STOCK.**

The total number of shares of capital stock which the corporation shall be authorized to issue is 1,000 shares. Such shares shall be of single class common stock, and shall have a par value of One and 00/100 Dollars (\$1.00) per share.

**ARTICLE V. CAPITALIZATION.**

The amount of capital with which the corporation will begin shall not be less than One Thousand and 00/100 (\$1,000.00) Dollars.



## **ARTICLE VI. PRINCIPAL OFFICE.**

The address of the corporation's principal office shall be: 11339 SW 85<sup>TH</sup> LANE, MIAMI, FLORIDA 33173.

The registered agent is: WILLIAM O. PEACON, 11339 SW 85<sup>TH</sup> LANE, MIAMI, FLORIDA 33173

## **ARTICLE VII. CORPORATE POWERS.**

The corporation shareholders have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida.

## **ARTICLE VIII. SUBSCRIBERS.**

The names and addresses of each person signing these Articles of Incorporation as a subscriber are:

WILLIAM O. PEACON at 11339 SW 85<sup>th</sup> Lane, Miami, Florida 33173

## **ARTICLE IX. DIRECTORS.**

The corporation is to be managed by a Board of Directors. The number of directors constituting the initial Board of Directors is one (1) and the names and addresses of the initial directors are:

President:: William O. Peacon, 11339 SW 85<sup>th</sup> Lane, Miami, Florida 33173

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be four (4) years and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be an authorized number of directors until such number is changed by bylaw adopted by the shareholders.

## **ARTICLE X. BYLAWS.**

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than Thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption, bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

## **ARTICLE XI. DISSOLUTION.**

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on



the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, we the undersigned incorporators of this corporation, have executed these Articles of Incorporation at Broward County, Florida this 27 day of APRIL, 2001.

witness

witness

William O. Peacon  
William O. Peacon, President

Derrick Wood  
Derrick Wood, Vice President

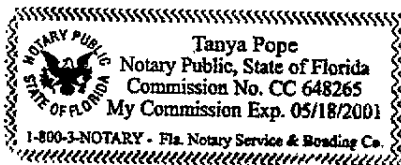
Alexis Wood  
Alexis Wood, Secretary/Treasurer

STATE OF FLORIDA       )  
                                      )ss:  
COUNTY OF MIAMI DADE)

BEFORE ME, the undersigned authority, on this 27 day of APRIL, 2001, personally appeared William O. Peacon, Derrick Wood and Alexis Wood who is ☒ personally known to me or ☐ produced a valid Florida Drivers License as identification and stated that he executed the above and foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

My commission expires: 5/18/2001

Notary Public, State of Florida



Tanya Pope  
TANYA POPE



DESIGNATION AND ACCEPTANCE  
OF REGISTERED AGENT OF

FILED

01 MAY -2 AM 11:41

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of the Florida Statute 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following in designating the office/registered agent in the State of Florida.

1. The name of the corporation is: OPTI SALES AND MARKETING INC.
2. The name of the registered agent is: WILLIAM O. PEACON
3. The address of the registered agent: 11339 SW 85<sup>TH</sup> LANE, MIAMI, FLORIDA 33173

ACCEPTANCE.

Having been named as registered agent and designated to accept service of process for the above corporation, 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 obligations of my position as registered agent.

DATED this 27 day of APRIL, 2001.

Tanya Pope  
witness

H. Calmon  
witness

William O Peacon  
WILLIAM O. PEACON, as Registered Agent

STATE OF FLORIDA           )  
  )ss:  
COUNTY OF MIAMI DADE )

BEFORE ME, the undersigned authority, on this 27 day of APRIL, 2001, personally appeared WILLIAM O. PEACON who is ☒ personally known to me or ☐ produced a valid Florida Drivers License as identification and stated that he executed the above and foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

My commission expires: 5/18/2001

Notary Public, State of Florida

Tanya Pope  
TANYA POPE

