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Florida Department of State

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Account Name : ROBERT L. PETERS P.A.  
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Fax Number : (904) 261-6766

**FLORIDA PROFIT CORPORATION OR P.A.**

**Encoders International Inc.**

Certificate of Status	1
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Page Count	05 (7)
Estimated Charge	\$87.50

W-10894

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ENCODERS INTERNATIONAL INC.

ARTICLES OF INCORPORATION

ARTICLE I. IDENTIFICATION

§1.1 Name. The name of the corporation is ENCODERS INTERNATIONAL INC.

§1.2 Duration. The duration of its existence shall be perpetual.

§1.3 Principal and Registered Office. The location of the principal and registered office is 311 Centre Street, Suite 204, Fernandina Beach, Florida 32034.

§1.4 Registered Agent. Robert L. Peters, whose business office is identical to the registered office, is designated as the registered agent.

§1.5 Incorporator. Kenneth S. Berry, whose business office is 311 Centre Street, Suite 204, Fernandina Beach, Florida 32034.

§1.6 Directors. The Board of Directors shall consist of one or more members, with the number specified in or fixed in accordance with the By-Laws of the corporation.

ARTICLE II. PURPOSES, POWERS AND PROHIBITIONS

§2.1 Purposes. The nature of the business of the corporation and its purposes are to transact any and all lawful business permitted under the laws of the United States of America and the State of Florida.

§2.2 Powers. In addition to the powers as are now or which may hereafter be expressly provided by the laws of the State of Florida, or otherwise, as they now exist or as they may be amended, the corporation shall have the following powers:

(a) To enter into joint ventures or other business ventures with individuals, partnerships, or other corporations, and to supply credit to and guarantee the obligations of said persons, partnerships or other corporations.

(b) To become a party to agreements among all or a majority of its shareholders, which agreements may provide, among other things, for restrictions on transfers and purchase or redemption of stock.

(c) To make any tax elections now or later authorized.

(d) To do any and all things herein set forth to the same extent as natural persons might and could do, and in any part of the world, as principals, agents,

brokers, solicitors, adjusters, representatives or otherwise, and either alone or in company with others.

§2.3 Direction of Purposes and Exercise of Powers. The board of directors, subject to any specific written limitations contained in any shareholders' agreements, or by restrictions imposed by the incorporation statute, or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the corporation without previous authorization or subsequent approval by the shareholders.

§2.4 Prohibitions. Nothing contained in these Articles of Incorporation shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the corporation statute, or any amendments or any substitutes, may not at any time lawfully carry on or do.

### ARTICLE III. CAPITAL AND LIABILITIES

§3.1 Authorized. The authorized capital stock of the corporation is 50,000 shares of common voting stock.

§3.2 No Preemptive Rights. No shareholder shall have a preemptive right to acquire unissued shares of this corporation.

§3.3 Consideration. All of the capital stock may be issued by the corporation, from time to time, for such consideration of labor, services, money or property as may be fixed by the board of directors and as authorized by law.

§3.4 Fully Paid Non-assessable. No stock shall be issued until adequate consideration, in the discretion of the Board of Directors, has been or will be received. After fully paying for their shares, the shareholders may not be liable for any further cost or assessment.

§3.5 Personal Liabilities. The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever.

§3.6 Voting. Each share of capital stock, as and when issued, shall be entitled to one vote.

§3.7 Dividends to Shareholders. The board of directors may, from time to time, make distributions to its shareholders, subject to any restrictions and requirements of applicable law.

§3.8 Priority of Shares. (Reserved)

§3.9 Acquisition of Shares. The corporation may acquire a portion or all of the shares held by less than all of the shareholders upon the terms and conditions as may be approved by the board of directors. Acquisitions may be made from capital surplus. No

acquisition or payments on such acquisition shall be made at a time when such acquisition or payment would cause the corporation to be unable to pay its debts as they become due in the usual course of business or which would reduce the value of the corporation's total assets to less than the corporation's liabilities plus any preferential rights or liquidation. All shares acquired shall be held as unissued stock, unless and until the board of directors authorizes their re-issuance or orders the shares canceled.

§3.10 Transfer of Shares.

(a) Transfer Agent or Registrar. The board of directors may appoint one or more transfer agents or registrars for the capital stock and may specify that shareholders shall give notice of changes of their addresses to one or more transfer agents.

(b) Tax Numbers and Addresses. Each shareholder shall notify the corporation, or the agent or registrar, in writing, of the shareholder's income tax identification number, of the mailing address and of any changes in the address, from time to time. The failure to do so shall relieve the corporation of liability for failure to direct notices, dividends or other documents or property to an address other than the one appearing upon the stock transfer books.

(c) Negation of Equitable Interests in Shares or Rights. The corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the stock transfer books as the sole owner of it, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, the share or right on the part of any other person, whether or not the corporation has notice of it.

(d) Lien on Shares. The corporation shall have a first lien upon the shares of stock of the shareholders and upon all dividends due them for all indebtedness of the shareholders to the corporation.

§3.11 Limits on Transfers. Any attempt by any shareholder to transfer any stock in the corporation contrary to the provisions of these Articles or any agreement then in effect between the shareholder and any or all of the other shareholders and/or the corporation shall be null and void. The corporation shall not be liable for any prohibited transfer if it had no notice of the agreement prior to the transfer.

§3.12 Permitted Transfers. The restriction on the transfer of stock provided in §3.11 shall not prohibit the transfer of shares as authorized by a voting trust agreement. The transfer of voting trust certificates shall be subject to the same restrictions and limitations applicable to the transfer of shares of stock.

ARTICLE IV. INTERNAL AFFAIRS

§4.1 By-Laws. The board of directors shall adopt the By-Laws and shall have the authority to alter, amend or repeal the By-Laws, subject to the power of the shareholders to amend or repeal them.

§4.2 Meetings. Meetings of shareholders and/or directors shall be held at the time and place as provided in the By-Laws.

§4.3 Ratification by Shareholders. Any contract, transaction, or act of the corporation or of the directors or of any officers of the corporation at any annual or special meeting called for that purpose, at which a quorum is present, shall insofar as permitted by law, be as valid and as binding as though ratified by every shareholder of the corporation.

§4.4 Management. This corporation shall be managed by a board of directors of one or more directors to be determined by the shareholders without the need of amending these Articles or the By-Laws.

§4.5 Reserves. The board of directors shall have power, from time to time, by resolution, to create a reserve or reserves out of its earned surplus for any proper purpose or purposes and may abolish any such reserve in the same manner. Earned surplus to the extent reserved shall not be available for the payment of dividends or other distributions by the corporation except as expressly permitted by the incorporation statute.

§4.6 Limitation of Directors' Liability. To the full extent that Florida Law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of this corporation shall not be liable to this corporation or its shareholders for monetary damages for conduct as a director. Any amendments to or repeal of this §4.6 shall not adversely affect any right or protection of a director of this corporation for or with respect to any acts or omissions of such director, occurring prior to such amendment or repeal.

§4.7 Indemnification.

(a) Indemnification of Directors, Employees and Agents of the Corporation. The corporation may, by action of the board of directors, grant rights of indemnification and advancement of expenses to directors, employees and agents of the corporation with the same scope and effect as those rights granted pursuant to, or provided by Florida Law.

(b) Non-exclusivity of Rights. The right to indemnification and the advancement of expenses conferred in this §4.7 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or By-Laws of the corporation, general or specific action of the board of directors, contract or otherwise.

(c) Insurance, Contracts and Funding. The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or other corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under Florida Law. The corporation may enter into contracts with any director, officer, employee or agent of the corporation in furtherance of the provisions of this §4.7 and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this article.

#### ARTICLE V. AMENDMENTS TO ARTICLES

§5.1 These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be amended in any other manner permitted by law.

ENCODERS INTERNATIONAL INC.

By: 

Kenneth S. Berry  
President/Director

ACCEPTANCE OF DESIGNATION

STATE OF FLORIDA     }  
COUNTY OF NASSAU    }

Robert Peters, having been duly sworn according to law, deposes and says the following: I hereby acknowledge and agree to be the initial registered agent of Encoders International Inc. My mailing address and address for service of process is 311 Centre Street, Suite 204, Fernandina Beach, Florida 32034.

Robert Peters

Robert L. Peters

STATE OF FLORIDA     }  
COUNTY OF NASSAU    }

The foregoing instrument was acknowledged before me by Robert L. Peters, who is personally known to me and did take an oath and who executed the foregoing instrument, and acknowledged to and before me that he executed the same for the purposes therein expressed.

21 WITNESS my hand and official seal in the County and State named above, this day of May, 2001.

Julie K. Wright  
Notary Public  
My Commission Expires.



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