

TRANSMITTAL LETTER

PD1000058000

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

01 JUN -7 AM 9:41
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: M.I.H. International, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

100004375891--0
-06/07/01--01082--007
*****87.50 *****87.50

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 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Peter Constant
Name (Printed or typed)

10220 WASHINGTONIA PALM WAY, #1824
Address

Ft. Myers Florida 33912
City, State & Zip

941-275-1016
Daytime Telephone number

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

6/12 Per BC. OK to file.

J. BRYAN JUN 12 2001

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ARTICLES OF INCORPORATION
OF
M.I.H. INTERNATIONAL, INC.

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of Chapter 607 and 621, F.S. (Profit), is hereinafter referred to as the "Act", executes the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation is M.I. H. International, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

10220 Washingtonia Palm Way, #1824
Fort Myers, FL 33912

ARTICLE III PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful business which corporations may be incorporated under the Act.

ARTICLE IV SHARES

The total number of shares which the Corporation has authority to issue is One Thousand (1000) shares

ARTICLE V INITIAL OFFICERS/DIRECTORS

The initial officer and director of the Corporation is Peter Constant.

- 1) Number. The number of Directors may be fixed from time to time by the by-laws of the Corporation.
- 2) Initial Board. The incorporator of the Corporation shall elect the initial Board of Directors.
- 3) Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, it may be filled by the Shareholders or as otherwise provided by the by-laws of the Corporation or by law.
- 4) Removal of Directors. Shareholders, but not Directors, may remove one or more Directors with or without cause.

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ARTICLE VI REGISTERED AGENT

The name and business address of the registered agent at the Corporation's registered office is:

Peter Constant
10220 Washingtonia Palm Way, #1824
Fort Myers, FL 33912

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Peter Constant
10220 Washingtonia Palm Way, #1824
Fort Myers, FL 33912

ARTICLE VIII TERMS OF CAPITAL STOCK

1. Classes and Rights. All shares of the Corporation shall be of one class and shall be known as shares of Common Stock. All shares of Common Stock shall have the same relative rights, preferences, limitations and restrictions. Each Shareholder of Common Stock shall be entitled to one vote for each share of Common Stock standing in his or her name on the books of the Corporation on each matter voted at the Shareholders' meeting. Holders of outstanding Common Stock shall be entitled to receive the net assets of the Corporation on dissolution.

2. Issue and Consideration. The Board of Directors may authorized shares to be issued for consideration consisting of any tangible or intangible property of benefit to the Corporation, including cash, promissory notes, services performed, contracts for services to be performed, or other securities of the Corporation. If shares are authorized to be issued for promissory notes or for promises to render services in the future, the Corporation must comply with the notice requirements of the Act. The Corporation, through the Board of Directors, may but is not required to place in escrow shares issued for a contract for future services or benefits or a promissory note, or make other arrangements to restrict the transfer of the shares, and may but is not required to credit distributions in respect of the shares against their purchase price, until the services are performed, the note is paid, or price, until the services are performed, the note is paid, or the benefits received. If the services are not performed, the note is not paid, or the benefits are not received, the shares escrowed or restricted and the distributions credited may, at the discretion of the Board of Directors, be cancelled in whole or in part.

3. Distributions. A distribution to Shareholders may not be made if, after giving it effect, the Corporation would not be able to pay its debts as they become due in the usual course of business, or the Corporation's total assets would be less than the sum of its total liabilities.

ARTICLE IX INDEMNIFICATION

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The Corporation shall indemnify every person who is or was a Director of the Corporation against all liability to the fullest extent permitted by the Act, provided that such person is determined in the manner specified by the Act to have met the standard of conduct specified in the Act. The Corporation shall, to the fullest extent permitted by the Act, pay for or reimburse the reasonable expense incurred by every person who is or was a Director who is a party of the proceeding in advance of or was a Director who is a party to a proceeding in advance of final disposition of the proceeding, in the manner specified by the Act. The Corporation shall indemnify and advance expenses to every person who is or was an Officer, employee or agent of the Corporation to the same extent as if such person were a Director of the Corporation (All such persons who are or were directors or officers, employees or agents of the Corporation are hereinafter referred to as "Indemnatee"). The foregoing indemnification and advance of expenses for Indemnitees shall apply to service in the Indemnatee's official capacity with the Corporation, and to service at the Corporation's request, while also acting in an official capacity with the Corporation, as a director, officer, partner, trustee, employee, or agent of director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. All references to the Act shall be deemed to include any amendment or successor thereto. When a word or phrase used in this paragraph is defined in the Act, such work or phrase shall have the same meaning in this paragraph that it has in the Act. Nothing contained in this paragraph shall limit or preclude the exercise of any right relating to indemnification or advance of expenses to any Indemnatee or the ability or the Corporation to otherwise indemnify or advance expenses to any Indemnatee. The foregoing provisions shall be binding upon any successor to the Corporation so that each Indemnatee shall be in the same position with respect to any resulting, surviving, or succeeding entity as he or she would have been had the separate legal existence of the Corporation continued; provided, that unless expressly provided or agreed otherwise, this sentence shall be applicable only to Indemnitees acting in an official capacity or in another capacity set forth above prior to termination of the separate legal existence of the Corporation. The foregoing provisions shall be deemed to create a contract right for the benefit of every Indemnatee if (i) any act or omission complained of in a proceeding against the Indemnatee, (ii) any portion of a proceeding, or (iii) any determination or assessment of liability, occurs while the foregoing provisions are in effect. If any word, clause, or sentence of the foregoing provisions regarding indemnification or advancement of expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. If any Court holds any word, clause, or sentence of this paragraph invalid, the Court is authorized and empowered to rewrite these provisions to achieve their purpose to the extent possible. All references in this paragraph to any Indemnatee shall include the heirs, estate, executors, administrators and personal representatives of such person.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation or the Corporation, and certifies to the truth of the facts herein stated this 2nd day of June, 2001. [Signature] Incorporator / Registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.