

# TRANSMITTAL LETTER

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

FILED  
01 SEP 10 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT:

EB2B INVESTMENTS, INC.

(Proposed corporate name - must include suffix)

800004578018--8  
-09/10/01--01082--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

WILLIAM J. GAVIGAN III

Name (Printed or typed)

2000 WELLINGTON ROAD

Address

WEST PALM BEACH, FL. 33409

City, State & Zip

561 626 1338

Daytime Telephone number

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

RS  
9/12/01

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
EB2B INVESTMENTS, INC.

ARTICLE I: NAME

The name of the corporation shall be:

EB2B INVESTMENTS, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal business address shall be:

2000 WELLINGTON ROAD

WEST PALM BEACH, FL. 33409

The mailing address shall be:

2000 WELLINGTON ROAD

WEST PALM BEACH, FL. 33409

ARTICLE III: SHARES

CAPITAL STOCK. The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having no par value per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV: REGISTERED AGENT

The street address of the initial registered office of this corporation is:

2000 WELLINGTON ROAD

WEST PALM BEACH, FL. 33409

And the name of the initial registered agent of this corporation at that address is:

WILLIAM J. GAVIGAN III

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these articles of corporation is:

WILLIAM J. GAVIGAN III

2000 WELLINGTON ROAD

WEST PALM BEACH, FL. 33409

## ARTICLE VI: PURPOSE

The corporation is organized as a corporation for any lawful purpose not specifically prohibited to corporations under the applicable laws of the State of Florida, including, but limited to the purchase, sale, trading, financing and development of real and personal properties for profit, and the corporation shall be authorized in connection therewith to carry on any lawful business.

## ARTICLE VII: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered together

## ARTICLE VIII: LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedure as are from time to time provided for in the Bylaws of this corporation.

## ARTICLE IX: AMENDMENT

These articles of Incorporation may be amended as 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 stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

## ARTICLE X: NUMBER OF BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may be authorized and require the payment of the reasonable expenses incurred by the directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation thereof.

## ARTICLES XI: INITIAL BOARD OF DIRECTORS AND OFFICERS:

The initial Board of Directors shall consist of ONE member, who shall be:  
WILLIAM J. GAVIGAN III

The initial Officers of the corporation shall be as follows:

WILLIAM J. GAVIGAN III --- PRESIDENT AND SECRETARY

## ARTICLES XII: INDEMNIFY AND EXPENSES

THE Corporation shall indemnify, or advance reasonable expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that (i) is or was a director of another corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

## ARTICLE XIII:

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

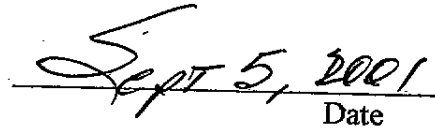
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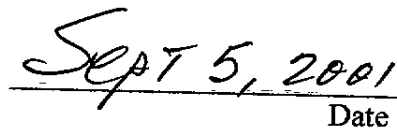
comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
WILLIAM J. GAVIGAN III, Registered Agent

  
Date

  
WILLIAM J. GAVIGAN III, Incorporator

  
Date