

PO1000094671
TRANSMITTAL LETTER

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

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-09/17/01--01085--010
*****87.50 *****87.50

SUBJECT: Rock Networks Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: Monique N. Francis
Name (Printed or typed)

9486 165th Place North
Address

Jupiter, FL 33478
City, State & Zip

561-743-7421
Daytime Telephone number

01 SEP 27 PM 4:02
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

W0121750

7 Saw
9/27/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 19, 2001

MONIQUE N. FRANCIS
9486 165 PLACE NORTH
JUPITER, FL 33478

SUBJECT: ROCK NETWORKS, INC.
Ref. Number: W01000021750

We have received your document for ROCK NETWORKS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 101A00052484

ARTICLES OF INCORPORATION
OF
ROCK NETWORKS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST: I, Monique N. Francis, whose address is 9486 165th Place North, Jupiter, Florida 33478, being at least eighteen (18) years of age, hereby form a Florida "close" corporation pursuant to the General Laws of the State of Florida.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is **ROCK NETWORKS, INC.**

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in all phases of information technologies and such other business pertaining to the industry, and to engage in any other lawful purpose and/or business.

FOURTH: The post office address of the principal office of the Corporation in this State, is 9486 165th Place North, Jupiter, Florida 33478. The name and post office address of the Resident Agent of the Corporation in this State is Monique N. Francis, 9486 165th Place North, Jupiter, Florida 33478. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, with No par value.

SIXTH: The number of Directors of the Corporation shall be one (1) which number may be increased or decreased pursuant to the By-Laws of the Corporation, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and,

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three, but not less than the number of stockholders.

The name of the director who shall act until the first annual meeting or until his successors are duly chosen and qualified are:

MONIQUE N. FRANCIS
9486 165th Place North
Jupiter, Florida 33478

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder in the case of a consolidation merger, share exchange or sale, lease, exchange or transfer of all or substantially all of the assets of the Corporation.

(4) The By-Laws of the Corporation may authorize the Board of Directors by the vote of a majority of the entire Board of Directors, to increase the number of directors fixed by these Articles of Incorporation or by the By-Laws within a limit specified in the By-Laws, provided that in no case shall the number of directors be less than one (1) and to fill the vacancies created by any such increase in the number of directors. Unless otherwise provided in the By-Laws of the Corporation, the directors of the Corporation need not be stockholders thereof.

(5) The Board of Directors shall have power, if authorized by the By-Laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolutions or in the By-Laws of the Corporation, and permitted by the Annotated Code of Florida, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(6) The Board of Directors shall, subject to the Annotated Code of the State of Florida, have power to determine from time to time whether and to what extent and at what times and places and under what conditions and regulations any accounts and books of the Corporation, or any of them, shall be open to inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation except as conferred by the Annotated Code of the State of Florida, unless and until authorized to do so by resolution of the Board of Directors or of the stockholders.

(7) If the By-Laws so provide, the Board of Directors of the Corporation shall have the power to hold its meetings, to have an office or offices and, subject to the provisions of the Annotated Code of the State of Florida, to keep the books of the Corporation, outside of said State of Florida at such place or places as may from time to time be designated by it.

(8) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Annotated Code of the State of Florida, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidence of indebtedness for monies so borrowed, to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the

General Laws of the State of Florida now or hereafter in force.

(9) With respect to:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the corporation;
- (d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (e) the participation by the Corporation in a share exchange as the corporation the stock of which is to be acquired;
- (f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; such action shall be effective and valid only if taken or approved by a vote of not less than a majority of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provisions of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH:

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Florida (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting or a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, Monique N. Francis, has signed these Articles of Incorporation, this 31st day of August, 2001, and she acknowledged the same to be her act.

WITNESS: ---


As to M.N.F.

 (Seal)
Monique N. Francis

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is:

ROCK NETWORKS, INC

2. The name and address of the registered agent and office is:

Monique N. Francis

(Name)

9486 165 Place North

(P.O. Box NOT acceptable)

Jupiter FL 33478

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 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.

Monique Francis
Signature

✓ 9/25/01
Date