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Requester's Name

STEVEN DAVIS, ESQ

1308 Drexel Avenue, 202

Miami Beach, FL ~~33139~~ 33139

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

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- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

CR2E031(7/97)

G. BLALOCK NOV 29 2001

W0126517  
W0112445



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 1, 2001

LEGAL MASTEC INC  
3155 NW 77TH AVE  
MIAMI, FL 32122

SUBJECT: DUNBAR SOLUTIONS, INC.  
Ref. Number: W01000012445

We have received your document for DUNBAR SOLUTIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

ARTICLES OF INCORPORATION  
OF  
DUNBAR SOLUTIONS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is Dunbar Solutions, Inc.

ARTICLE II

The objectives and purposes for which the corporation is organized are for any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, now or hereafter in effect, and to do any of such things as fully and to the same extent as natural persons might or could do.

ARTICLE III

The duration of existence of the corporation is perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is:

- A. 10,000,000 shares of common stock, no par value.
- B. 200,000 shares of preferred stock, no par value.

The board of directors of the corporation shall have the authority to divide the preferred stock into as many series as it shall from time to time determine. The board of directors shall determine the number of shares comprising each series of preferred stock, which number may, unless otherwise provided by the board of directors in creating such series, be increased from time to time by action of the board of directors. Each series of preferred stock shall be so designated as to distinguish such series from the shares of each other series. All series of preferred stock shall be of equal rank and have the same powers, preferences and rights, and shall be subject to the same qualifications, limitations and restrictions, without distinction between the shares of different series thereof; provided, however, that there may be variations among different series of preferred stock as to dividend rates, prices, terms, conditions of redemption, if any, liquidation rights, and terms and conditions of conversion, if any, which variations may be fixed and determined by the board of directors in their discretion.

## ARTICLE V

As long as there is more than one class of stock issued and outstanding, the following voting rights shall attach to the shares of the respective classes:

1. Except as otherwise provided herein and as long as there are shares of preferred stock outstanding, each holder of preferred stock shall have one vote for each share held of record on all matters submitted for shareholder approval. As long as there are shares of preferred stock issued and outstanding, the number of directors elected to the board of directors by the holders of preferred stock, voting as a class, shall be one.

At each election of directors, no holder of preferred shares shall be entitled to cumulate his or her votes in voting for the election of directors.

2. Each holder of common stock shall have one vote for each share held of record on all matters submitted for shareholder approval. The number of directors elected to the board of directors by the holders of common stock, voting as a class, shall be six.

At each election for directors, the holders of common shares shall be entitled to cast votes using the cumulative method of voting for directors.

3. Except as otherwise provided herein, at any time that there are shares of preferred stock outstanding, consent or affirmative vote of a majority of the outstanding shares of preferred and common stock, each class voting as a class, shall be required to amend the articles of incorporation to:

- (A) change the terms and provisions governing the preferred class of stock;
- (B) merge the preferred stock and the common stock into a single class of stock;
- (C) create a new class of stock which has greater rights on liquidation than the preferred stock; or
- (D) increase the authorized number of shares of the preferred class of stock.

4. Except as otherwise provided herein, the consent or affirmative vote of a majority of only the outstanding shares of common stock shall be required to amend the articles of incorporation to:

- (A) change the terms and provisions governing any class of stock other than the preferred stock;

(B) create a new class of stock which has lesser rights on liquidation than the preferred stock or, if there are no shares of preferred stock then outstanding, create any new class of stock;

(C) increase the authorized number of shares of any class of stock of the corporation except the class of preferred stock.

5. A director may be removed only by a majority vote of the class entitled to elect that director.

6. Except as otherwise specified herein, the holders of preferred stock and the holders of common stock shall be treated as a single class, with the holders of each class entitled to a single vote per share, be it common or preferred. On matters submitted for shareholder approval, a simple majority is required in all other matters not specifically set forth in these articles or by law.

#### ARTICLE VI

The corporation elects to have preemptive rights.

#### ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VIII

To the fullest extent permitted by law, a director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts

or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment. If the Florida Business Corporation Act is amended to further limit or eliminate liability of a director, then a director of the corporation shall not be liable for any such act or omission to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

#### ARTICLE IX

The Florida Control Share Act shall not be applicable to this corporation.

#### ARTICLE X

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE XI

Holders of preferred and common stock are entitled to receive dividends when, as, and if declared by the board of directors out of funds legally available therefore. Holders of preferred stock shall have a right to receive \$.50 in dividends per share per year beginning on December 31, 2005, before any dividends may be paid to the holders of common stock. This right shall cumulate on December 31st of each year beginning in 2005. After payment of such cumulative dividends in any year, the holders of preferred stock shall not be entitled to further dividends until and unless the holders of common stock shall have received cumulative dividends through such date of at least \$.50 per share. Once the holders of common stock shall have received such cumulative dividends, calculated in the same method as is the preferred stock dividends, all further dividends declared in such calendar year shall be declared on a pro rata basis with shares of common stock and preferred stock treated as a single class.

#### ARTICLE XII

In the case of any liquidation, the holders of preferred stock, if any, shall have a preference. If, after payment of all costs and expenses of liquidation and obligations to creditors, there are assets remaining, the holders of the preferred stock, if any, shall be entitled to first receive \$.50 per share of preferred stock held plus any accrued but unpaid dividends attributable to such shares. Thereafter, the holders of preferred stock shall not be entitled to any distribution upon the dissolution, liquidation or winding up of the affairs of the corporation.

### ARTICLE XIII

All of the preferred stock shall be automatically converted into common stock, at the rate of one share of common stock for each share of preferred stock converted (i) in the event that the holders of at least two-thirds of the outstanding preferred stock consent to such conversion; (ii) after December 31, 2005, in the event that a sufficient number of shares of the preferred stock are redeemed by the corporation leaving less than 50,000 remaining outstanding; (iii) upon the closing of a firmly underwritten public offering of shares of common stock of the corporation at a per share price not less than \$15.00 per share and for a total offering of not less than \$15.5 million (after deduction of underwriters commissions and expenses).

Upon a conversion, any right to cumulated but undeclared dividends applicable to such preferred stock shall immediately cease to exist.

### ARTICLE XIV

At any time, the corporation may require the redemption of all or part of the then outstanding preferred stock held by such shareholder. The redemption price shall be \$.08 per share plus any accrued but unpaid dividends associated with such share. The purchase price for such share shall be payable by the corporation, at its principal business office, no later than 30 days after the corporation sends notice of such redemption to the shareholder at the address of the shareholder contained in the corporation's records and after the corporation receives the return of the certificate or certificates representing such shares or such proof of the loss or destruction of such shares as the corporation deems acceptable in its discretion. Upon the earlier of the delivery of such redemption notice to the shareholder, or upon deposit of such redemption notice in the United States mails, first class postage prepaid, addressed to the record holder of such shares on the records of the corporation, such shares shall immediately cease to exist and the holder thereof shall immediately cease to possess any of the rights thereto set forth in the corporation's articles of incorporation or by law except for such right to payment set forth in this Article.

### ARTICLE XV

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three directors.

Edwin Dunbar 10773 Cleary Blvd, Apartment 212, Plantation, FL 33324.  
Rachel Dunbar 10773 Cleary Blvd, Apartment 212, Plantation, FL 33324.  
Steven Davis 1308 Drexel Avenue, 202, Miami Beach, Florida 33139

### ARTICLE XVI

The initial registered agent of the corporation is Rachel Dunbar. The street address of the corporation's initial registered office is: 10773 Cleary Blvd, Apartment 212, Plantation, FL 33324.

The principle is the same as registered agent address.

#### ARTICLE XVII

The name and address of the incorporator of the corporation is Steven Davis, Esq. 1308 Drexel Avenue, 202, Miami Beach, Florida 33139.

In Witness Whereof, I have signed my name this date.

Dated:

A handwritten signature in black ink, appearing to read 'Steven Davis', is written over a horizontal line.

Steven Davis, Incorporator

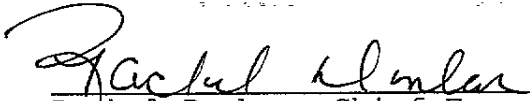


CONSENT TO SERVE AS REGISTERED AGENT

I, Rachel Dunbar, hereby consent to serve as Registered Agent in the state of Florida, for Dunbar Solutions, Inc., a Florida corporation.

I understand that as agent it will be my responsibility to accept and forward service of process and all mail to the corporation. In the event of my resignation or of any change in the Registered Office address, I will notify the Secretary of State immediately.

Date: 6-16-01

  
Rachel Dunbar, Chief Executive Officer

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