

Division of Corporations

**P02000026624**

Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**EARTHNET CONSULTING, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
EarthNet Consulting, Inc.**

**PREAMBLE**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, competent to contract, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I  
NAME**

The name of the Corporation is EarthNet Consulting, Inc.

**ARTICLE II  
TERM OF EXISTENCE**

This Corporation shall exist perpetually beginning five (5) days prior to the date of filing of these Articles of Incorporation.

**ARTICLE III**

**PRINCIPAL ADDRESS AND MAILING ADDRESS**

The street address of the principal office of the Corporation 4780 Blossom Drive, Delray Beach, Florida 33445, and the mailing address of the Corporation is 4780 Blossom Drive, Delray Beach, Florida 33445.

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**ARTICLE IV  
PURPOSES**

The purpose for which the Corporation is formed and the business and objects to be carried on and promoted by it are:

To transact and engage in any or all lawful activities or business permitted under law and for which corporations may be incorporated under the laws of the United States and Florida including Chapter 607, Florida Statutes.

**ARTICLE V  
REQUIRED CAPITAL**

This Corporation shall begin business with capital of not less than One Hundred and 00/00 Dollars (\$100.00).

**ARTICLE VI  
CAPITAL STOCK**

The maximum number of shares this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares, par value ten cents (\$0.10) per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The consideration to be paid for each share of stock shall be fixed by the Board of Directors, but in no event shall it be less than ten cents (\$0.10) per share.

**ARTICLE VII  
DIRECTORS**

The business of this Corporation shall be conducted by a Board of Directors consisting of not less than One (1) nor more than Five (5) Directors as set forth in the By-Laws.

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The names and street addresses of the first Board of Directors of this Corporation, who, subject to these Articles of Incorporation and the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

<u>NAME</u>		<u>ADDRESS</u>
Thomas Eric Judge	as Chairman of the Board	4780 Blossom Drive Delray Beach, Florida 33445
Debbie Judge		4780 Blossom Drive Delray Beach, Florida 33445

**ARTICLE VIII  
INCORPORATORS**

The name(s) and street address(es) of the incorporator(s) of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Eric Judge	4780 Blossom Drive Delray Beach, Florida 33445
Debbie Judge	4780 Blossom Drive Delray Beach, Florida 33445

**ARTICLE IX  
REGISTERED AGENT AND OFFICE**

The Registered Agent for this Corporation shall be Les Schneiderman, and the Registered Office shall be located at The Courtyard, Suite 130, 5301 N. Federal Highway, Boca Raton, Florida 33487, or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

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**ARTICLE X  
SPECIAL PROVISIO**

Any action by the Board of Directors of this Corporation which is within their power taken at a meeting of such Board of Directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all Directors as required by law or by the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all Directors shall execute a Waiver of Notice of such meeting, in writing, and providing a majority of the Directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this Corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or by the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a Waiver of Notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this Corporation may be taken without a meeting if consent, in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida, or any other governmental agency of any state, county or nation or with any private organization, corporation, person or

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persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said shareholders or wherever a greater vote is required by law or in the By-Laws, by that vote.

**ARTICLE XI**  
**TELEPHONE MEETINGS AUTHORIZED**

Members of the Board of Directors or any executive committee designated by the Board of Directors in accordance with the law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons is used.

**ARTICLE XII**  
**INSPECTION OF BOOKS AND RECORDS**

The Corporation shall from time to time determine whether and to what extent and at what time and place and under what condition and regulations the accounts and books of the Corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholders shall have any right of inspecting any account, book or document of this Corporation except as conferred by statutes, unless authorized by a resolution of the shareholders or by the Board of Directors.

**ARTICLE XIII**  
**AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in

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these Articles of Incorporation, or any amendment hereto, in the manner and with the vote provided by law and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIV  
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation, 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 to others.

**ARTICLE XV  
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every Officer and every Director of this Corporation shall be indemnified by the Corporation, as permitted by law, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he may be part of or in which he may become involved by reason of his being or having been an Officer or Director of the Corporation, whether or not he is an Officer or Director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Officer or Director may be entitled.

**ARTICLE XVI  
NOTICE OF ARTICLES OF INCORPORATION  
AND BY-LAWS**

The provisions of these Articles of Incorporation and amendments thereof, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged

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with notice and knowledge of the powers and limitations of powers of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5<sup>th</sup> day of March, 2002.

Signed, sealed and delivered in our presence

Witness 1: [Signature]  
Witness 1 name printed: Les Schneiderman

Witness 2: [Signature]  
Witness 2 name printed: James Reyer

[Signature]  
Thomas Eric Judge

Witness 1: \_\_\_\_\_  
Witness 1 name printed: \_\_\_\_\_

Witness 2: \_\_\_\_\_  
Witness 2 name printed: \_\_\_\_\_

[Signature]  
Debbie Judge

**ACKNOWLEDGMENT**

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day the foregoing instrument was acknowledged before me by Thomas Eric Judge and Debbie Judge, who is personally known to me or who has produced Florida Drivers Licenses as identification and who executed the foregoing instrument and acknowledged before me that he/she executed the same freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Palm Beach County, Florida, this 5<sup>th</sup> day of March 2002.

My Commission 

[Signature]  
NOTARY PUBLIC STATE OF FLORIDA

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[Signature]



