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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

**FLORIDA PROFIT CORPORATION OR P.A.**  
**FUSION GROUP INTERNATIONAL, INC.**

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAY -9 PM 3:07

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ARTICLES OF INCORPORATION

OF

FUSION GROUP INTERNATIONAL, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE  
CORPORATE NAME

The name of this corporation is FUSION GROUP INTERNATIONAL, INC.

ARTICLE TWO  
DURATION

This corporation shall exist perpetually unless sooner dissolved according to law. The commencement of corporate existence of this corporation shall be on the date these Articles are filed by the Department of State.

ARTICLE THREE  
PURPOSE

The general nature of the business of this corporation shall be any and all activities or businesses permitted under laws of the United States of America and the State of Florida.

ARTICLE FOUR  
CAPITAL STOCK

The amount of total authorized capital stock of this corporation shall be 1000 shares of common stock, no par value each share, and all such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

The said capital stock is being issued pursuant to Section 1244 of the Federal Internal Revenue Code

ARTICLE FIVE  
PREEMPTIVE 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 may be done without issuance of fractional shares) at the price at which it is offered to others.

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**ARTICLE SIX**  
**REGISTERED OFFICE AND AGENT**

The principal place of business of this corporation shall be 15921 SW 61<sup>st</sup> Street, Davie, Florida 33331, with the privilege of having branch offices at any other place, and the Registered Agent for service shall be:

Donald J. Kisslan, Esq.  
4431 SW 64<sup>th</sup> Avenue, Suite 119  
Davie, Florida 33314

**ARTICLE SEVEN**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially; the number of directors may be either increased or diminished from time to time by the By-Laws, but never shall be less than one.

The officers of this corporation shall be president, vice-president, secretary, treasurer or assistants thereof.

The names and post office addresses of the initial Board of Directors who shall hold office from the organization of this corporation to the first annual meeting thereof, or until their successors are elected and have qualified, are as follows:

John E. Hassenzahl	15921 SW 61 <sup>st</sup> Street Davie, Florida 33331
Deborah W. Hassenzahl	15921 SW 61 <sup>st</sup> Street Davie, Florida 33331

**ARTICLE EIGHT**  
**INCORPORATORS**

The names and addresses of the incorporators are:

John E. Hassenzahl	15921 SW 61 <sup>st</sup> Street Davie, Florida 33331
Deborah W. Hassenzahl	15921 SW 61 <sup>st</sup> Street Davie, Florida 33331

**ARTICLE NINE**  
**INDEMNIFICATION**

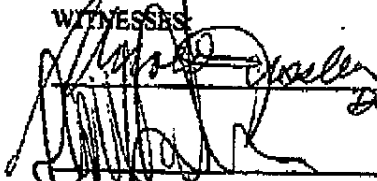
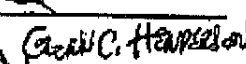
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.



**ARTICLE TEN  
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stock holders and approved at a stockholders' meeting, after due notice given, by vote of the majority of the stock entitled to vote thereon and present at said meeting.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 8<sup>th</sup> day of May, 2002.

WITNESSES

  
DONALD J. KIEALAN  
STATE OF FLORIDA   
Gerald C. Henderson

  
John E. Hassenzahl  
  
Deborah W. Hassenzahl

COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared John E. Hassenzahl and Deborah W. Hassenzahl to me known and known to me to be the persons who executed the foregoing Articles of Incorporation for the uses and purposes therein contained.

WITNESS my hand and official seal this 8<sup>th</sup> day of May, 2002, at Davie, Broward County, Florida.

  
NOTARY PUBLIC

My commission expires:



Donald J. Kiealan  
Commission # EED 006419  
Expires April 26, 2003  
Resided Here  
Atlantic Holding Co., Inc.

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

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

1. The name of the corporation is:

Fusion Group International, Inc.

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

Donald J. Kisslan, Esq.  
4431 SW 64<sup>th</sup> Avenue, Suite 119  
Davie, Florida 33314

SIGNATURE: Deborah W. Hassenzahl

Deborah W. Hassenzahl

TITLE: Incorporator

DATE: 5/8/02

HAVING BEEN NAMED AS RESIDENT AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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.

SIGNATURE: Donald J. Kisslan

Donald J. Kisslan

DATE: May 8, 2002

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA