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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**William R. H. Broome, P.A.**

Attorney at Law  
Suite 202  
Commerce Pointe  
1818 Australian Avenue South  
West Palm Beach, Florida 33409

William R. H. Broome

Telephone (561) 689-5011  
Facsimile (561) 689-6820

December 9, 2002

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

Re: NTP GROUP, INC.

Ladies and Gentlemen:

Enclosed you will find original Articles of Incorporation of NTP GROUP, INC., together with a check for the following items:

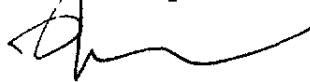
1. Filing Articles	\$ 35.00
2. Furnishing certified copy of Articles	8.75
3. Filing Designation of Registered Agent	<u>35.00</u>

TOTAL \$ 78.75

Kindly file the Articles and furnish certified copies of the Articles and Certificate of Incorporation.

Thank you for your assistance.

Sincerely,



William R. H. Broome

WRHB/cht

Enclosures

ARTICLES OF INCORPORATION  
OF  
NTP GROUP, INC.

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ARTICLE I

NAME

The name of the corporation shall be NTP GROUP, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation is hereby authorized to carry on, and to license and authorize others to carry on all or any part of the business of computer network installation, repair, and maintenance, training, and computer programming, and all related business matters. The corporation may also engage in any other activity or business permitted under the laws of the United States and of the state of Florida, or any other state as well as the state.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is ONE HUNDRED (100) SHARES without par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V

CORPORATION EXISTENCE

The corporation shall have perpetual existence, which existence shall commence on the date on which these Articles are subscribed and acknowledged, unless the Articles are not filed with the Department of State within five (5) days thereafter, in which case such existence shall commence upon filing.

ARTICLE VI

### PRINCIPAL OFFICE

The principal office and place of business of this corporation shall be located at 2895 S. Federal Highway, Delray Beach, FL 33483, with the privilege of establishing offices and places of business at other places in the state of Florida or the United States of America or abroad.

### ARTICLE VII

#### DIRECTORS AND DESIGNATION OF DIRECTOR RESPONSIBILITIES

Pursuant to Florida law, all corporate powers exercisable by or under the authority of the Board of Directors under these Articles and the laws of Florida, shall be exercised or performed by ROSEMARY MOORE, until such time as her authority in that regard shall be terminated as set forth hereinafter. Her authority to act in the place and stead of the Board of Directors shall terminate when the holders of fifty (50%) percent or more of the outstanding capital stock of the corporation shall sign and deliver to the principal office of the corporation a writing declaring that the directorship responsibilities of ROSEMARY MOORE are terminated, and calling a special meeting of the stockholders of the corporation to elect a Board of Directors at such time and place as shall be designated in said writing. At such special shareholders meeting, three (3) directors shall be elected, with each shareholder being entitled to cast one vote for each of the three directors. Each new director shall be qualified and shall assume his office immediately upon receiving a majority of the votes cast for his office, and shall serve until his successor is elected and qualified at the next annual meeting of shareholders.

Directors need not be residents of the state of Florida or stockholders of the corporation. The number of directors after the special meeting for election of directors outlined above, may be increased but not diminished from time to time by bylaws adopted by the stockholders, provided that there shall always be an odd number of directors.

### ARTICLE VIII

#### INITIAL SUBSCRIBER AND INCORPORATOR

The name and street address of the initial subscriber to the capital stock of the corporation, who is also the person signing, subscribing and acknowledging these Articles of Incorporation as incorporator is as

follows:

William R. H. Broome  
1818 Australian Ave. S.  
Suite 202  
West Palm Beach, FL 33409

ARTICLE IX

PREEMPTIVE RIGHTS

Shareholders shall have preemptive right to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

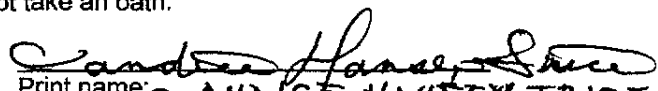
The initial registered agent and office of the corporation shall be William R. H. Broome, 1818 Australian Ave. S., Suite 202, West Palm Beach, FL 33409.

IN WITNESS WHEREOF, the above named incorporator has hereunto set her hand and seal this  
9<sup>th</sup> day of December, 2002.

  
\_\_\_\_\_  
William R. H. Broome (SEAL)

STATE OF FLORIDA       )  
                                  )  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY, that on this 9<sup>th</sup> day of December, 2002, William R. H. Broome appeared before me, who is personally known to me, who executed the foregoing Articles of Incorporation for the purposes therein mentioned, and who did not take an oath.

  
Print name: CANDICE HANSEN TRICE  
Notary Public, State of Florida  
Commission No: DA 005960

My commission expires:




ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

December 9, 2002  
Date

  
\_\_\_\_\_  
William R. H. Broome

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