

PD30000000203

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 DEC 30 PM 1: 14

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

✓

D. WHITE JAN 02 2003

Office Use Only



300009722213

12/30/02--01038--014 **87.50

TRANSMITTAL LETTER

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

SUBJECT: INFINITY LIMITED MARKETING
(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: NEIL GREENBERG
Name (Printed or typed)

840 E COCO PLUM CIRCLE
Address

PLANTATION FL 33324
City, State & Zip

954-599-4866
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
INFINITY LIMITED MARKETING INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 DEC 30 PM 1:14

The undersigned incorporators associate themselves with the intention of forming a professional corporation pursuant to Chapters 607 and 621 of the Florida Statutes and adopt the following articles of incorporation for the corporation:

ARTICLE ONE

NAME

The name of the corporation is Infinity Limited Marketing Inc.

ARTICLE TWO

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 840 E. Cocoplum Circle, City of Plantation, State of Florida, 33324. The name of the initial registered agent of the corporation, located at that office, is Neil Greenberg.

ARTICLE THREE

DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE FOUR

PURPOSE

The purpose of this corporation is to engage in any lawful business as allowed under Florida and Federal law.

ARTICLE FIVE

CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1000 shares. These shares shall be of a single class of common stock, and shall have a par value of fifty (\$50.00) dollars per share.

ARTICLE SIX

CAPITAL CONTRIBUTION

The initial capital contributions of each of the incorporators are as follows:

Alan Baley	\$ 10,000 cash contribution
------------	-----------------------------

Neil Greenberg	Founder/Sweat Equity/Offices
----------------	------------------------------

ARTICLE SEVEN

PROFITS/LOSSES

All profits and losses will be split proportionally with the ownership percentage of each shareholder's stock ownership of the company at the time that dividends/losses are declared.

ARTICLE EIGHT

VOTING POOLS

The initial shareholders are authorized to enter into a voting pool agreement with any subsequent shareholders whereby the new shareholders buying into the corporation may elect to pool their voting rights gotten with their shares with said incorporator's who shall then be able to vote all of the shares in the voting pool in the manner he sees best. Said voting pool agreement shall be of a duration no longer than three (3) years.

ARTICLE NINE

TAX ELECTION

This corporation shall be designated and elects a Subchapter S corporation for federal and state tax purposes.

ARTICLE TEN

CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE ELEVEN

RESTRICTION ON TRANSFER OF SHARES

All shares issued by this corporation shall be considered restricted and not freely transferable or alienable. Any party that wishes to sell, transfer and/or assign their shares must first offer them back to the corporation and all existing shareholders, whom shall have ninety (90) days to accept or reject said shares. The price of said shares shall be determined by an independent expert, and if more than one party wished to buy said shares, they shall be apportioned equally. All shares, when issued, shall have the notation conspicuously on them that states that the shares are restricted. Additionally, any shareholder that holds fifty (50%) percent or more of the shares can object to and stop the sale of shares to anyone he finds unqualified or otherwise unsuitable, so long as said objections are reasonable. Said right to objections shall cease if the selling shareholder has been unable to sell his/her shares for a period of six months.

ARTICLE TWELVE

DIVIDENDS

Dividends shall be paid on a bi-annual basis to the shareholders, however, no dividends may be declared until such time as all of the initial shareholder's monetary capital contribution have been fully paid back. From that time, the President of the corporation shall have the absolute right on whether to declare dividends or not.

ARTICLE THIRTEEN

DERIVATIVE RIGHTS

The corporation, when it issues new and previously unissued shares, must first give to all existing shareholders the right to purchase an amount of shares, at the issuance price, equal to the amount that will keep their ownership percentage the same in the corporation. These derivative rights attach to the shares.

ARTICLE FOURTEEN

INCORPORATORS

The name, addresses and initial percentage ownership of the outstanding shares to be issued of each person signing these articles of incorporation as an incorporator is:

Neil Greenberg	Plantation, FL	50% Ownership
Alan Baley	Plantation, FL	50% Ownership

ARTICLE FIFTEEN

MANAGEMENT

The corporation shall be managed by its officers and shall not have a board of directors. The corporation is authorized to create a board of advisors, who shall recommend courses of action but who shall not have power to override the President of the corporation. The initial President of the corporation is Neil Greenberg, who shall have absolute say over the day to day operations of the business. Any major decisions affecting the company, including any expenditures over \$ 500, must be approved by a majority of the shareholders. In the case of a tie vote among the shareholders, the tie-breaking vote will be held by the two initial shareholders, and will rotate monthly among them, starting with NEIL GREENBERG, on January 1, 2003.

ARTICLE SIXTEEN

PRIVATE OFFERINGS

In any offerings of the shares of this corporation to parties other than the incorporator, the corporation shall follow all SEC and Florida Blue Sky laws to ensure that no securities laws are being violated.

ARTICLE SEVENTEEN

DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata.

THE UNDERSIGNED INCORPORATORS of this corporation have executed these articles of incorporation at _____, on _____, 2002.

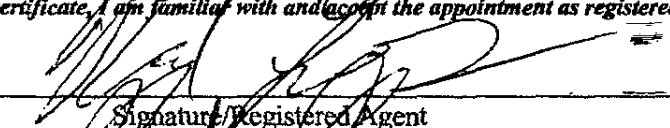


INCORPORATOR



INCORPORATOR

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent

12/19/02

Date



Signature/Incorporator

12/19/02

Date

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 DEC 30 PM 1:14