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PICK-UP     WAIT     MAIL

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(Business Entity Name)

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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

✓/ Office Use Only

Kirk Joseph GAVE  
AUTHORIZATION BY PHONE TO  
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DATE 2-3-03  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**TRANSMITTAL LETTER**

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

SUBJECT: 1800FORINFO, INC.  
(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

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

FROM: \_\_\_\_\_ Kirk Joseph  
24 North Swinton Avenue  
Delray Beach, Fl 33444  
\_\_\_\_\_ (561) 243-6968/243-8199 Fax \_\_\_\_\_

\_\_\_\_\_  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

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

ARTICLES OF INCORPORATION

OF

1800FORINFO, INC.

ARTICLE I

The name of this corporation is 1800FORINFO, (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Florida is 24 North Swinton Avenue, Delray Beach, Florida 33444, County of Palm Beach. The name of its registered agent at such address is Kirk Joseph.

ARTICLE III

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

ARTICLE IV

The Corporation is authorized to issue two classes of stock to be designated, respectively, Preferred Stock, par value \$0.01 per share ("Preferred"), and Common Stock, par value \$0.01 per share ("Common"). The total number of shares of Common that the Corporation shall have authority to issue is 110,000,000. The total number of shares of Preferred that the Corporation shall have authority to issue is 7,000,000. The Preferred Stock may be issued from time to time in one or more series.

The Corporation shall from time to time in accordance with the laws of the State of Florida increase the authorized amount of its Common if at any time the number of Common shares remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred.

The Board of Directors is hereby authorized, subject to limitations prescribed by law and the provisions of this Article IV, by resolution to provide for the issuance of the shares of Preferred in one or more series, and to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, privileges, preferences, and relative participating, optional or other rights, if any, of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

A. The number of shares constituting that series (including an increase or decrease in the number of shares of any such series (but not below the number of shares in any such series then outstanding)) and the distinctive designation of that series;

B. The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

C. Whether that series shall have the voting rights (including multiple or fractional votes per share) in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

D. Whether that series shall have conversion privileges, and, if so, the terms and conditions of such privileges, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

E. Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption rates;

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PALM BEACH, FLORIDA

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F. Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and the amount of such sinking funds;

G. The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

H. Any other relative rights, preferences and limitations of that series.

No holders of shares of the corporation of any class, now or hereafter authorized, shall have any preferential or preemptive rights to subscribe for, purchase or receive any shares of the corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe for, purchase or receive any securities convertible to or exchangeable for such shares, which may at any time be issued, sold or offered for sale by the corporation, except in the case of any shares of Preferred Stock to which such rights are specifically granted by any resolution or resolutions of the Board of Directors adopted pursuant to this Article IV.

#### ARTICLE V

The Corporation is to have perpetual existence.

#### ARTICLE VI

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors of this Corporation shall not be less than one (1) nor more than eleven (11). The exact number of directors shall be fixed and may be changed from time to time, within the limits specified above, by an amendment to the Bylaws duly adopted by the stockholders or by the Board of Directors.

B. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to make, alter, amend, or repeal the Bylaws of the Corporation.

C. The directors of the Corporation need not be elected by written ballot unless the Bylaws of the Corporation so provide.

D. Advance notice of stockholder nomination for the election of directors and of any other business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

E. No action shall be taken by the stockholders of the Corporation except at an annual or special meeting of the stockholders called in accordance with the Bylaws and no action shall be taken by the stockholders by written consent.

#### ARTICLE VII

At the election of directors of the Corporation, each holder of stock of any class or series shall be entitled to cumulative voting rights as to the directors to be elected by each class or series in accordance with the provisions reported in the General Corporation Law of the State of Florida.

ARTICLE VIII

The number of directors constituting the initial board of directors is 1 and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until successors are elected and qualified are:

Kirk Joseph 24 North Swinton Avenue, Delray Beach, FL 33444

ARTICLE IX

The name and mailing address of the incorporator are as follows:

Kirk Joseph
24 North Swinton Avenue
Delray Beach, Florida 33444

ARTICLE X

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred herein are granted subject to this reservation.

ARTICLE XI

A. To the fullest extent permitted by the Florida General Corporation Law as the same exists or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

B. The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor to the Corporation.

C. Neither any amendment nor repeal of this Article XI, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article XI, shall eliminate or reduce the effect of this Article XI, with respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article XI, would accrue or arise, prior to such amendment, repeal, or adoption of an inconsistent provision.

ARTICLE XII

Meetings of stockholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the laws of the State of Florida) outside of the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is his act and deed and that the facts stated herein are true.

I accept the duties of registered agent.



Vanessa E Foutz
My Commission DD150009
Expires October 14, 2006

[Handwritten signature of Kirk Joseph]

Kirk Joseph
INCORPORATOR/REGISTERED AGENT

January 24, 2003

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03 JAN 27 PM 12:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Vanessa E. Foutz
dated: January 24, 2003