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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMITH FEB 25 2003

TRANSMITTAL LETTER

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

SUBJECT: SYNDICATE, INC.
(Proposed corporation name - must include suffix)

Enclsod is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

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

FROM: TRVOR C. HENRY
Name (Printed or typed)

2707 Jamaica Drive
Address

Miramar, Florida 33023
City, State & Zip

(954) 966-2644
Daytime Telephone Number

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

ARTICLES OF INCORPORATION
OF

SYNDICATE, INC.

The undersigned, subscribers to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation is:

SYNDICATE, INC.

ARTICLE II. PRINCIPLE OFFICE AND MAILING ADDRESS

The principal place of business of the Corporation shall be in Broward County, Florida at:

2707 JAMAICA DRIVE
MIRAMAR, FLORIDA 33023

The mailing address of the Corporation shall be in Broward County, Florida at:

2707 JAMAICA DRIVE
MIRAMAR, FLORIDA 33023

The Board of Directors, from time to time, may move the principal place of business to any other County and/or address in the State of Florida and may also have lesser offices at such other places, within or outside the state, that the Board determines are beneficial or the business needs of the corporation require.

ARTICLE III. NATURE OF BUSINESS

The corporation shall have the unlimited power to engage in any activity or business permitted under the Laws of the United States of America and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation shall have the authority to issue is two million (2,000,000) shares of Common Stock, having par value of \$1.00 each.

ARTICLE V. TERM OF EXISTENCE

The Corporation is formed to exist perpetually.

ARTICLE VI. REGISTERED AGENT INITIAL REGISTERED OFFICE

The Registered Agents and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

TREVOR C. HENRY
2707 JAMAICA DRIVE
MIRAMAR, FLORIDA 33023

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TALLAHASSEE, FLORIDA

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. INCORPORATOR

The names and street address of the persons signing these articles of incorporation as the Incorporators are:

TREVOR C. HENRY
2707 JAMAICA DRIVE
MIRAMAR, FLORIDA 33023

ARTICLE VIII. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTOR(S)

The name of the initial directors of this Corporation and street addresses are:

TREVOR C. HENRY
2707 JAMAICA DRIVE
MIRAMAR, FLORIDA 33023

The persons named as initial directors shall hold office until a successor is elected or appointed and qualified.

ARTICLE X. INITIAL OFFICER(S)

The name(s) and street address(es) of the initial Officer(s) for the Corporation is:

TREVOR C. HENRY
President & Chief Executive Officer
2707 JAMAICA DRIVE
MIRAMAR, FLORIDA 33023

VERENA T. HENRY
Secretary
2707 JAMAICA DRIVE
MIRAMAR, FLORIDA 33023

TREVOR C. HENRY will own 70% of the stock and VERENA T. HENRY will own 30%

ARTICLE XI. 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 stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII. OPTIONAL PROVISIONS

1. Shareholders has the right to sell, assign or otherwise transfer any portion or all of his shares. However, if a shareholder decides to exercise his right to sell, assign or otherwise transfer any portion or all of his shares, the remaining shareholders have the right of first refusal

to acquire said shares and said right is expressly reserved by these Articles of Incorporation, pursuant to § 607.0630(4) of the Florida Statutes. The right of first refusal stated in this paragraph does not apply to transfers classified as gifts to family members under relevant sections of the IRS Code and relevant sections of Florida law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 15th day of February, 2003.


TREVOR C. HENRY
President & Chief Executive Officer;
Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND
REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. § 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: **SYNDICATE, INC.**
2. The name and address of the Registered Agent and office to accept service of process in the State of Florida is:

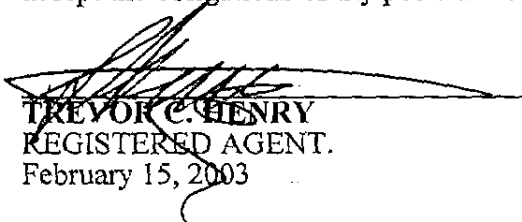
TREVOR C. HENRY
2707 JAMAICA DRIVE
MIRAMAR, FLORIDA 33023

3. The street address of the Registered Office and the street address of the Registered Agent are identical.


TREVOR C. HENRY
President & Chief Executive Officer

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above-stated 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.


TREVOR C. HENRY
REGISTERED AGENT.
February 15, 2003

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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