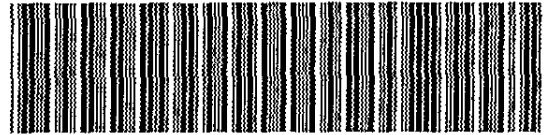


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03 MAY 21 AM 9:25

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: MASTER RING INC

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed 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 of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: DANNA DENNOAN

We The People

Name (Printed or typed)

101 E. COMMERCIAL BLVD.

Address

FORT LAUDERDALE, FL 33334

City, State & Zip

(954) 491-2920

Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
MASTER RING, INC.
A Florida Corporation**

FILED
03 MAY 21 AM 9:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator to the Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the **State of Florida**.

ARTICLE I. NAME

The name of this corporation shall be **MASTER RING, INC.**

ARTICLE II. PURPOSE

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz.:

- a) **MASTER RING, INC.** purpose of Corporation is to transact any and all lawful business for which a Corporation may be Incorporated.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be ~~10,000~~ shares of **common stock** of the par value of **one dollar (\$1.00) per share**.

ARTICLE IV. DURATION

The corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE / REGISTERED AGENT

The principal office of this corporation shall be located **6361 N. FALLS CIRCLE DRIVE** in the City of **LAUDERHILL**, County of **BROWARD**, State of **FLORIDA**, and the post office address of said principal office of the corporation shall be **6361 N. FALLS CIRCLE DRIVE, LAUDERHILL, FLORIDA 33319**.

The registered office of the corporation shall be at **6361 N. FALLS CIRCLE DRIVE, LAUDERHILL, FL 33319** and the name of the initial registered agent at such address is **LENNY BEN-SHIMON** Either the registered office or the registered agent may be changed in a manner provided by law.

The Stockholders may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI. DIRECTORS

The number of directors of this corporation shall be not less than one (1). The number of directors may be increased from time to time by the By-Laws.

The name and address of the initial Board of Directors of this corporation is:

LENNY BEN-SHIMON

6361 N. FALLS CIRCLE DRIVE

LAUDERHILL, FLORIDA 33319

RODRIGO S. LIMA

**9310 FONTAINBLEAU BLVD. #411-a
MIAMI, FLORIDA 33174**

DANNA B. DONOVAN

**101 E. COMMERCIAL BLVD.
FORT LAUDERDALE, FLORIDA 33334**

THADDEUS H. NATHANIEL

**101 E. COMMERCIAL BLVD.
FORT LAUDERDALE, FLORIDA 33334**

JOSHUA D. PATTERSON

**12300 W. SAMPLE ROAD
CORAL SPRINGS, FLORIDA 33065**

ARTICLE VII. INCORPORATOR (S)

The said name of Incorporator(s) shall be **LENNY BEN-SHIMON** whose address is at **6361 N. FALLS CIRCLE DRIVE, LAUDERHILL, FLORIDA 33319.**

ARTICLE VIII. REGULATION OF BUSINESS

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

1. **Management.** Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the stock holders.
2. **Officers.** The corporation shall have such officers as may from time to time be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.
3. **Contracts.** No contract or other transaction between the corporation and any other firm, association, or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director, or officer or are members, directors, or officers of such firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested: and no contract, act, or transaction of the corporation with any person, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or

are parties to or interested in such contract, act, or transaction or in any way connected with such person, firm, association, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or herself or any firm, association, or corporation in which he or she may in any way be interested.

ARTICLE IX. ADDITIONAL POWERS

The Directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws and to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

- (1) The corporation shall have a first lien on the shares of its member's stock and upon all dividends due them for any indebtedness by such members of the corporations.
- (2) The private property of the stockholders shall not be subject to the payment of the corporation debts to any extent whatsoever.
- (3) The corporation shall have full power and lawful authority to accept property, real, personal or mixed; labor and services (whether such services are preformed prior to or after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for shares of capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
- (4) The shares of capital stock of the corporation, when certificates thereof shall be issued, shall be fully paid and non-assessable.
- (5) Shares of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.
- (6) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in any manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reserves.

ARTICLE X. DIRECTOR ACTION

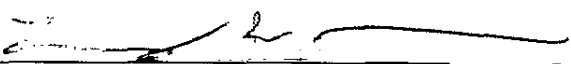
The directors of this corporation may take action by written consent as provided by law.

ARTICLE XI. INDEMNITY

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

In Witness Whereof, the undersigned has hereunto set their hands on this ____ day of _____,

2003.



LENNY BEN-SHIMON
Incorporator

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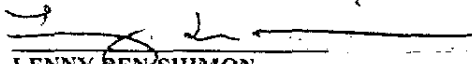
**CONSENT FOR REGISTERED AGENT FOR
MASTER RING, INC.**

03 MAY 21 AM 9: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporations 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 am familiar with and accept the obligations of my position as registered agent.

Dated: _____


LENNY BEN-SHIMON
6361 N. FALLS CIRCLE DRIVE
LAUDERHILL, FLORIDA 33319