

P03000079878

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

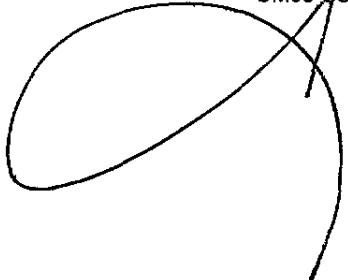
(Document Number)

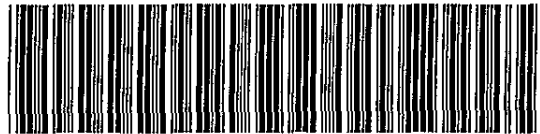
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

3 cents
cc.

Office Use Only

 7/23/03



900020571329

06/23/03--01029--015 **96.25

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 JUL 15 AM 8:13



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 26, 2003

MAIR, JEAN-FRANCOIS & ASSOCIATES, P.A.
3500 NORTH SR 7
SUITE 479
FT. LAUDERDALE, FL 33319

SUBJECT: ADAM, INC.
Ref. Number: W03000018334

We have received your document for ADAM, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is T99000001387.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 003A00038810

*Call 6/26
Self message
Need to change
name*

Law Offices of
MAIR, JEAN-FRANCOIS & ASSOCIATES, P.A.

**3500 N. SR. 7, Suite 479
Ft. Lauderdale, FL 33319**

**Tel: (954) 730-0082
Fax: (954) 777-0290**

July 9, 2003

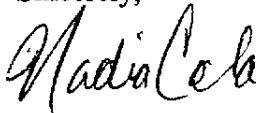
Florida Department of State
Glenda E. Hood
Secretary of State
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Subject: Adam, Inc.
Ref. Number W03000018334

We are resubmitting the Adam, Inc. , which is now change to Mo-Adam, Inc. Enclosed is the original and one copy of the document, and the form that has the new name.

If you have any further questions, please call (954) 730-0082.

Sincerely,



Nadia Cola
Secretary

RECEIVED
03 JUL 15 AM 10:42
SEC. OF STATE
TALLAHASSEE, FLORIDA

FILED
CLERK OF DISTRICT COURT
JUL 15 AM 8:13
LA HABRA, CALIF.

Articles Of Incorporation

of

Mo-Adam, Inc.

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles Of Incorporation for such Corporation:

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles Of Incorporation.

Article I

Name

The name of the Corporation is **Mo-Adam, Inc.**

Article II

Corporate Existence

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Florida Department Of State.

Article III

Stock

Section A. Authorized Common Voting Shares. The aggregate number of common voting shares which the Corporation is authorized to issue is 1,000 shares of no par value common voting stock.

1. Voting Rights and Notice. At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles Of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. Dividends. Except where otherwise provided by law or by these Articles Of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. Liquidation. Except where otherwise provided by law or by these

Articles Of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares without distinction according to their respective shares.

Section B. Cumulative Voting. There shall be no cumulative voting.

Section C. No Pre-emptive Rights of Shareholders. No holder of any shares of the Corporation shall have any pre-emptive or other subscription rights or be entitled, as of right, to purchase or subscribe for any part of the unissued shares of the Corporation or of any additional shares issued by reason of any increase of authorized shares of the Corporation or other securities whether or not convertible into shares of the Corporation.

Section D. Right to Redeem Stock. Without regard to any other power to purchase shares of the Corporation as permitted by law, the Corporation by action of the Board of Directors may purchase outstanding shares in an amount not to exceed its capital and paid-in surplus.

Section E. First Lien. The Corporation shall have a first lien upon the shares of any Shareholder for any debt or liability owing by such Shareholder to the Corporation.

Section F. Transfer of Shares of Indebted Shareholder. If a Shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his or her shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

Article IV **Registered Agent And Office**

The address of the initial Registered Office of the Corporation is 3500 N. State Rd. 7, Ste. 479, Fort Lauderdale, Florida 33319, and the name of its initial Registered Agent at such address is Mair, Jean-Francois & Associates, P.A.

Article V **Principal Office**

The address of the principal office of the Corporation is:

710 Division Avenue
Riviera, Florida 33404.

Article VI
Agent For Service Of Process

Mair, Jean-Francois & Associates, P.A. is designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served. The address to which a copy of process in any action or proceeding against the Corporation which may be served upon it is 3500 N. State Rd. 7, Ste. 479, Fort Lauderdale, Florida 33319.

Article VII
Incorporator

The name and address of the Incorporator is:

Cindy Haron
4174 Inverrary Drive, Apt. 903
Lauderhill, FL 33319

The Incorporator, whose name and address is set forth above, shall serve as Director of the Corporation until the first annual meeting of the Shareholders of the Corporation, or until its successor is elected and qualified.

The Incorporator is a natural person over the age of eighteen years.

Article VIII
Purpose And Power

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

In connection with the above-mentioned purposes, the Corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Business Corporation Act.

Article IX

Directors

The number of Directors constituting the initial Board of Directors is one.

After the initial Board of Directors, the Board shall consist of such number of Directors as shall be fixed by the Bylaws of the Corporation.

Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified, unless removed from office by a majority vote of the Shareholders represented at a special meeting of Shareholders properly called and held in accordance with the Articles Of Incorporation and Bylaws of the Corporation.

Article X

Committees

The Board of Directors may designate from its number an Executive Committee and one or more other committees, each to consist of at least two Directors, which shall in the intervals between its meetings and to the extent provided by the Bylaws exercise all the powers of the Board of Directors so far as it may lawfully do so in the management of the business and affairs of the Corporation.

Article XI

Officers

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and assistant Officers as shall be named by the Board of Directors pursuant to the Bylaws of the Corporation. The initial Officers of the Corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

<u>Office</u>	<u>Name and Address</u>
President	Cindy Haron 4174 Inverrary Drive, Apt. 903 Lauderhill, FL 33319
Vice President	Cindy Haron 4174 Inverrary Drive, Apt. 903 Lauderhill, FL 33319

Secretary

Cindy Haron
4174 Inverrary Drive, Apt. 903
Lauderhill, FL 33319

Treasurer

Cindy Haron
4174 Inverrary Drive, Apt. 903
Lauderhill, FL 33319

Article XII
Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by the President or a Vice President and shall be countersigned or attested by the Secretary or the Treasurer, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by the President or a Vice President.

Article XII
Non-Liability Of Directors

A Director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the Director derived an improper personal benefit, or (iv) acts or omissions for which non-liability is prohibited under the Florida Business Corporation Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Florida Business Corporation Act is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its Shareholders, then the liability of a Director of this Corporation shall be eliminated or limited to the full extent then permitted.

Article XIV
Indemnification Of Directors

This Corporation shall indemnify a Director of this Corporation, and each Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Director or person relating to his or her conduct as a Director of this Corporation or as a

director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which a Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XVI **Indemnification Of Officer-Directors**

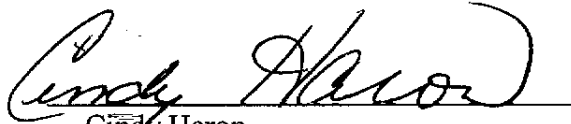
This Corporation shall indemnify an Officer-Director of this Corporation, and each Officer-Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer-Director or person relating to his or her conduct as an Officer-Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of an Officer-Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which an Officer-Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Officer-Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer-Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XVII
Amendment Of Articles Of Incorporation

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

Dated June 19, 2003.


Cindy Haron
Incorporator

Acceptance

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.


Maitre, Jean-Francois & Associates, P.A.
Registered Agent

Date

6/19/03

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 JUL 15 AM 8:13