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# ARTICLES OF INCORPORATION

**OF** 

# OPEN DOOR SOLUTIONS, INC.

ARTICLE I - NAME

The name of this corporation is Open Door Solutions, Inc. (the "Company").

# ARTICLE II - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company are 2701 W OAKLAND PARK BLVD, SUITE 400, FORT LAUDERDALE FL 33311.

# ARTICLE III - CAPITAL STOCK

- A. The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Company is authorized to issue is Fifty One Million 51,000,000 shares of stock. Such shares shall be divided into two classes as follows:
- (i) Fifty Million (50,000,000) shares of common stock ("Common Stock"), each having a par value of one hundredth of one cent (\$0.0001); and
- (ii) One Million 1,000,000 shares of preferred stock ("Preferred Stock"), each having a par value of one hundredth of one cent (\$0.0001).
- B. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Company is hereby authorized, by a filing articles of amendment pursuant to Section 607.0602(4) of the Florida Business Corporation Act, to (i) fix or alter from time to time the (a) designation, powers, preferences and rights of the shares of each series of Preferred Stock, and (b) the qualifications, limitations or restrictions of any wholly unissued series of Preferred Stock; and to (ii) establish from time to time the number of shares constituting any such series; and to (iii) increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding.
- C. Each holder of the Common Stock is entitled to one vote for each share thereof held by such holder at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any other class of the Company's capital stock that may hereafter be authorized and issued having preferred dividend rights senior to the rights of holders of Common Stock. Upon a liquidation of the Company, holders of Common Stock will be entitled to receive all assets of the Company available for distribution to its shareholders, subject to the rights and preferences of any other class of the Company's capital stock that may hereafter be authorized and issued having preferred rights senior to the rights of holders of Common Stock.

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## ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 2701 W OAKLAND PARK BLVD, SUITE 400, FORT LAUDERDALE FL 33311, and the name of the initial registered agent of the Company at that address is Michael G. Platner.

### ARTICLE V - INDEMNIFICATION

The Company shall indemnify its officers and directors, and shall advance expenses of its officers' and directors' defenses, in each case to the fullest extent allowable by applicable law.

#### ARTICLE VI – INCORPORATOR

The name and address of the person signing these Articles of Incorporation are as follows:

Michael G. Platner

2701 W OAKLAND PARK BLVD, SUITE 400, FORT LAUDERDALE FL

33311

The undersigned incorporator has executed these Articles of Incorporation this 18th day of August 2003.

Michael & Platner, Incorporator

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles, does hereby accept the appointment as registered agent and agrees to act in this capacity. The undersigned is familiar with the obligations of his position as registered agent as provided in Chapter 607 of the Florida Statutes, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties.

Michael G. Platner, Registered Agent

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