

PO3000099788

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

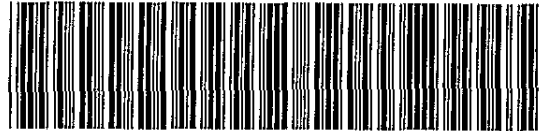
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800022813458

09/08/03--01090--008 **87.50

FILED
2003 SEP - 8 PM 3:48
CLERK OF STATE
TALLAHASSEE FLORIDA

9/11/03

KUTAK ROCK LLP

SUITE 1100
425 WEST CAPITOL AVENUE

LITTLE ROCK, ARKANSAS 72201-3409

501-975-3000
FACSIMILE 501-975-3001

www.kutakrock.com

ATLANTA
CHICAGO
DENVER
DES MOINES
FAYETTEVILLE
IRVINE
KANSAS CITY
LINCOLN
OKLAHOMA CITY
OMAHA
PASADENA
RICHMOND
SCOTTSDALE
WASHINGTON

NORTHWEST ARKANSAS OFFICE
THE THREE SISTERS BUILDING
214 WEST DICKSON STREET
FAYETTEVILLE, ARKANSAS 72701-6221
479-973-4200

DANIEL L. HEARD
daniel.heard@kutakrock.com
(501) 975-3133

September 3, 2003

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

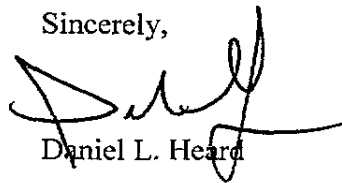
Re: Ecir International, Inc.

Dear Sir/Madam:

Enclosed for filing are duplicate originals of Articles of Incorporation of Ecir International, Inc., along with a money order payable to the Florida Department of State in the amount of Eighty-Seven and 50/100 Dollars (\$87.50) for payment of the filing fee, certified copy and certificate of status.

Also enclosed is a return envelop for your use in returning one copy of the Articles of Incorporation to my office. Please call me at the number above if you have any questions.

Sincerely,



Daniel L. Heard

s/CLR

FILED
2003 SEP - 8 PM 3:48
CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION **FILED**
OF 2003 SEP -8 PM 3:48
ECIR INTERNATIONAL, INC. SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, a natural person, acting as incorporator of a corporation under the Section 607.0202 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of this corporation is:

Ecir International, Inc.

SECOND: The principal place of business and mailing address of the corporation is:

Ecir International, Inc.
3053 Orange Street
Coconut Grove, FL 33133

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under Chapter 607 of the Florida Statutes.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 2,000 shares, of which the corporation shall have authority to issue 1,000 shares of Common Stock, each having a par value of \$1.00, and 1,000 shares of Preferred Stock, each having a par value of \$1.00.

The Board of Directors is expressly authorized to provide for the issuance of all or any shares of the Preferred Stock in one or more classes or series, and to fix for each such class or series such voting powers, full or limited, or no voting powers, and such distinctive designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions

adopted by the Board of Directors providing for the issuance of such class or series and as may be permitted by Chapter 607 of the Florida Statutes, as amended, including, without limitation, the authority to provide that any such class or series may be (i) subject to redemption at such time or times and at such price or prices; (ii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the corporation; or (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of the corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions.

FIFTH: The number of directors constituting the initial Board of Directors is one (1), who will serve in such capacity until the first annual meeting of shareholders or until his/her successor shall be duly elected and qualified.

SIXTH: The street address of the initial registered office of the corporation is 3053 Orange Street, Coconut Grove, FL 33133, and the name of its initial registered agent at such address is Michele Graninger.

SEVENTH: The name and address of the incorporator is:

NAME

Daniel L. Heard

ADDRESS

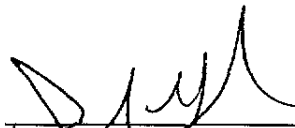
425 W. Capitol Ave., Suite 1100
Little Rock, AR 72201

EIGHTH: To the fullest extent permitted by Chapter 607 of the Florida Statutes, as it now exists or may hereafter be amended, a Director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director.

However, this provision shall not be construed to eliminate or limit in any way the liability of a Director for:

- (a) any breach of the Director's duty of loyalty to the corporation or its shareholders;
- (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) liability under Section 607.0831 of the Florida Statutes;
- (d) any transaction from which the Director derived an improper personal benefit; or
- (e) any action, omission, transaction or breach of a director's duty creating any third-party liability to any person or entity other than the corporation or its shareholders.

DATED: July 31, 2003


Daniel L. Heard, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these articles of incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATED: July 31, 2003


Michele Graninger, Registered Agent

FILED
2003 SEP -8 PM 3:48
CLERK OF STATE
TALLAHASSEE FLORIDA