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#### Lance Sinclair 9043 Chrysanthemum Drive Boynton Beach, FL 33437 561.742.5526

September 16, 2003

Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

SUBJECT: Anglo-Southern Group, Inc.

(Proposed Corporate Name)

Dear Sir/Madam:

Enclosed is an original and one (1) copy of: (a) the Articles of Incorporation for this For-profit corporation, and (b) the Certificate of Designation of Registered Agent and Registered Office.

Also enclosed is a check in the amount of \$87.50, in satisfaction of the Filing Fees, for a Certified Copy of the filed documents, and for a Certificate of Status.

Please return the **certified copy** of the **Articles of Incorporation** and other documents to me, in the self-addressed, stamped envelope provided for your use. Thank you for your kind attention to this matter.

Very truly yours,

Lance Sinchic

LANCE SINCLAIR

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#### ARTICLES OF INCORPORATION

#### for

#### Anglo-Southern Group, Inc.

The undersigned, acting as the incorporator of a for-profit corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

#### **ARTICLE I - NAME**

The Name of this Corporation shall be:

Anglo-Southern Group, Inc.

## ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The Principal Place of Business and Mailing Address for this Corporation shall be:

Anglo-Southern Group, Inc. c/o Lance Sinclair 9043 Chrysanthemum Drive Boynton Beach, FL 33437

#### **ARTICLE III - CORPORATE SHARES**

This Corporation shall be authorized to issue the following number of shares:

1,000 shares of common stock, no par value



#### ARTICLE IV - PREEMPTIVE RIGHTS

Should any shareholder desire to convey his/her/its interest in this corporation, the shareholder shall first be required to offer said interest to the other shareholders of this corporation, who shall have the right to purchase same at fair market value. The percentage of shares available for purchase as between the remaining shareholders, and the process for determining a fair market value, shall be delineated in the Bylaws.

#### ARTICLE V - LIMITATION OF CORPORATE POWERS

The corporate powers of this Corporation are as provided in Chapter 6O7 of the Florida Statutes, and shall not be further limited.

#### ARTICLE VI - INITIAL REGISTERED AGENT & STREET ADDRESS

Lance Sinclair 9043 Chrysanthemum Drive Boynton Beach, FL 33437

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

Lance Sinclair 9043 Chrysanthemum Drive Boynton Beach, FL 33437

#### ARTICLE VIII - SELECTION OF DIRECTORS

The initial Director(s), as designated herein, shall commence service for a minimum term of one (1) year upon the filing of these Articles. The method of electing subsequent Directors shall be specified in the Bylaws.

#### **ARTICLE IX - BYLAWS**

The Board of Directors shall adopt the initial Bylaws within ninety (90) days from the date of incorporation. The power to alter, amend or repeal Bylaws shall remain solely with the Board, unless provision to the contrary is contained in the Florida Statutes, which will then govern.

#### **ARTICLE X - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended only by the affirmative vote of two-thirds (2/3) of the entire Board of Directors, at a meeting of the board at which advance notice of the proposed amendment has been given.

#### **ARTICLE XI - NOTICE**

Notice of meetings of the Board of Directors may be provided by either written notice or by oral notice. Notice may be provided in person, by telephone, by U.S. mail or any courier service, by electronic transmission (including computerized "electronic mail"), or by facsimile transmission. Regularly scheduled meetings may be held without additional notice; "special" meetings may be held with at least two (2) days notice.

#### **ARTICLE XII - MEETINGS**

Regular or Special Meetings may be called by the Chairman of the Board, by the Chair *pro tempore*, or if the power is specifically delegated, by the President. A majority of directors present may adjourn any meeting, whether or not a quorum is present. A quorum for a meeting of the Board of Directors shall consist of no less than forty per cent (40%) of the directors.

#### **ARTICLE XIII - DIRECTORS**

The initial Board of Directors shall consist of one (1) natural person, although the Board may be expanded up to three (3) Directors if so desired by the initial Director. The board may be further expanded in number upon the affirmative vote of two-thirds (2/3) of the board of directors present at a meeting or voting by proxy. The manner of succession in board positions shall be set forth in the Bylaws, and nothing shall preclude the board from prescribing staggered terms so that the initial term of some members may be extended in length.

#### **ARTICLE XIV - INCORPORATOR**

The Name and Street Address of the Incorporator for these Articles is:

Lance Sinclair 9043 Chrysanthemum Drive Boynton Beach, FL 33437

The undersigned Incorporator has executed these Articles of Incorporation upon this 16th day of September, 2003.

Signature of the Incorporator:

Lance Sinclair

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### CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Forprofit Corporation, organized under the laws of the State of Florida, submits the following statement in **designating the Registered Agent and Registered Office** in the State of Florida.

1. The name of the Corporation is:

Anglo-Southern Group, Inc.

2. The name and address of the Registered Agent and Registered Office is:

Lance Sinclair 9043 Chrysanthemum Drive Boynton Beach, FL 33437

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.

SIGNATURE:

DATE:

September 16, 2003

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