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PROFESSIONAL ACCOUNTANTS & CONSULTANTS, INC.

6955 Hanging Moss Road Suite 106 Orlando, Florida 32807

Phone (407) 677-1194

Fax (407) 774-5838

December 10, 2003

Secretary of State Division of Corporation Att: Certification Section P.O Box 6327 Tallahassee, FL 32314

Please be advised that the attached is the articles to be filed, I am also requesting a copy of the certificate. Enclosed you will find a check for \$78.75 any information you need to forward please do so to Professional Accountants & Consultants, Inc at the above address.

If you have any further question do not hesitate to contact me.

Sincerely,

Daniel Alvares
President

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASTEE, FLORID.

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INFORMATION MANAGEMENT FORUM, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the corporation is INFORMATION MANAGEMENT FORUM, INC., (hereinafter, "Corporation").

<u>ARTICLE 2 - PURPOSE OF CORPORATION</u>

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 215 Celebration Place, Suite #500, Celebration, Florida 34743 and the mailing address is the same.

<u>ARTICLE 4 – INCORPORATOR</u>

The name and address of the incorporator of this Corporation is:

Edward L. Windsor 215 Celebration Place, Suite #500 Celebration, Florida 34743

ARTICLE 5 – OFFICERS

The officers of this Corporation shall be:

President:

Edward L. Winsor

Vice - President:

Jesse Wedick

Secretary:

Alan Perdomo

Treasurer:

Alan Perdomo

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 – DIRECTOR(S)

The Director(s) of the Corporation shall be:

Edward L. Winsor Jesse Wedick Alan Perdomo

Whose address shall be the same as the principle office of the Corporation.

ARTICLE 7 - CORPRATE CAPITALIZATION

- 7.1 The maximum number of common shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND FIVE** (10,005) shares of common stock, each share having the par value of **ONE DOLLAR** (\$1.00).
- 7.1.1 **TEN THOUSAND (10,000)** of the common shares shall be non-voting common shares and **FIVE (5)** of the common shares shall be voting common shares, and,
- 7.1.2 All holders of shares of the common stock shall be identical with each other in every respect and the holders of the voting common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote, and,
- 7.1.3. The non-voting common shares shall carry no right to vote for election of the directors of the Corporation and no right to vote on any matter presented to the Shareholders of the Corporation for their vote or approval, except only as the laws of the State of Florida require that voting be granted to such non-voting common shares, and,

- 7.1.4. All holders of share common stock, whether voting or non-voting, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation after distribution has been completed to any preferred Shareholder, if any,
- 7.2 No holder of stock of any class shall have any preemptive to subscribe to or purchase any additional shares of any class or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stocks of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.6 The Board of Director(s) of the Corporation may, by Restated Articles of incorporation, classify or reclassify any unissued stock from time to time by setting or changing preferences, conversions or other rights, voting powers, restrictions, limited as to dividends, qualification, or term or conditions redemption of the stock.

ARTICLES 8 – POWER OF CORPORATION

The Corporation shall have the same power as an individual to all things necessary or convenient to carry out its business and affair, subject to any limitations or restrictions imposed by applicable law of these Articles of Incorporation.

ARTICLE 9 – TERM EXISTANCE

This Corporation shall have perpetual existence.

ARTICLE 11 – REGISTERES OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 -REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is: Professional Accountants & Consultants, Inc. located at 1157 West State Road 436, Suite #205 Altamonte Springs, Florida 32714, .The name and address of the registered agent of this Corporation is Professional Accountant & Consultants, Inc., Altamonte Springs, Florida 32714.

ARTICLE 11 – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders' to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 – EFFICTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 13 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the forgoing Articles of Incorporation under the laws of the State of Florida,

This 12/09/03

ACCEPTANCE OF REGESTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Professional Accountants & Consultants, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and forgoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statute.

Professional Accountants & Consultants, Inc.

Edward L. Winsor, Incorporator

Daniel Arvarez, President

HASSEE, FLORID